



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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Non Streamlined International Applications/Petitions Accepted For Filing

Section 214 Applications (47 C.F.R. §§ 63.18, 63.24); Section 310(b) Petitions (47 C.F.R. § 1.5000)

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing. These applications are not subject to the streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. These applications shall not be deemed granted until the Commission affirmatively acts upon the application, either by public notice or by written order. Operation for which authorization is sought may not commence except in accordance with any terms or conditions imposed by the Commission. Pursuant to Section 1.1910(b)(2) of the rules, action will be withheld on any application by any entity found to be delinquent in its debts to the Commission. Applicants should check the Red Light Display System's website at www.fcc.gov/redlight to determine if they are delinquent in a debt to the Commission and for information on how to pay the debt.

Unless otherwise specified, interested parties may file comments with respect to these applications within 28 days of the date of this public notice. We request that such comments refer to the application file number shown below. No application listed below shall be granted by the Commission earlier than the day after the date specified in this public notice for the filing of comments.

Unless otherwise specified, ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206.

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). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

Petition for Declaratory Ruling

TVC Albany, Inc. (TVC) and Flight Group Holdings LP (Flight Group LP and, together with TVC, Petitioners) have filed a petition for declaratory ruling (Petition), pursuant to section 1.5000(a)(1) of the Commission's rules, 47 CFR § 1.5000(a)(1), to permit foreign ownership of TVC in excess of the 25 percent benchmark in section 310(b)(4) of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 310(b)(4). TVC and Flight Group filed the petition in connection with the proposed transfer of control of TVC and affiliated telecommunications service providers operating under the FirstLight brand (the "Authority Holders") from OHCP Northeastern Fiber Buyer Holdco, L.P. (OHCP) to Flight Group LP. TVC, a Delaware corporation, holds a nationwide common carrier wireless license, Call Sign WQLH897, in the 3650-3700 MHz band. See ULS File No. 0008139073. (See also WC Docket No. 18-83; ITC-T/C-20180319-00055, -00056, -00058, -00059, -00060).

Upon consummation of the proposed transaction, TVC's existing 100% direct parent company, OHCP Northeastern Fiber Buyer, Inc. (NFB), will be indirectly wholly owned by Flight Group LP, a Delaware limited partnership, through two intervening holding companies formed in Delaware. Petitioners explain that Flight Group LP has been formed for the purpose of acquiring the Authority Holders, including TVC, and is directly owned in majority part (98.1% equity) by three private equity funds that hold the following limited partnership interests: Antin Infrastructure Partners III, FPCI (Antin III France) (39.1% equity), Antin Infrastructure Partners III, L.P. (Antin III UK) (28.9% equity), and Flight Co-Invest LP (Flight Co-Invest) (30.1% equity).

Antin III UK and Flight Co-Invest LP are limited partnerships formed under the laws of England and Wales while Antin III France is organized in France. The general partner of Flight Group LP is Flight Group Holdings GP LLC (Flight Group GP), a Delaware limited liability company. According to the Petition, Antin III France and Antin III UK jointly control Flight Group LP through their joint control of Flight Group GP's board of managers (which consists of Melanie Sengel Biessy, a French citizen, and Jackson Liam Hall, a U.K. and Canadian citizen). The Petition states that Flight Co-Invest's interest in Flight Group LP is only economic: it will have no management or other governance rights in Flight Group LP.

Petitioners state that the total economic interest in Antin III France and Antin III UK is held broadly: no investor in Antin III France or Antin III UK holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP, and all investors are insulated within the meaning of section 1.5003 of the Commission's rules. Petitioners also state that none of the limited partners of Flight Co-Invest holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP; all limited partners of Flight Co-Invest are insulated; and none will be employed by or have any role in the management of Flight Group LP or the Authority Holders.

According to Petitioners, Antin III France and Antin III UK are jointly controlled, through governance, management and advisory agreements, by Antin Infrastructure Partners S.A.S. (Antin France), Antin Infrastructure Partners UK Limited (Antin UK), and Antin Infrastructure Partners Luxembourg GP Sarl (Antin Luxembourg GP), which is wholly owned by Antin UK. Flight Co-Invest has the same control structure as Antin III UK: Antin UK is the authorized manager and Antin Luxembourg GP is the general partner of Antin III UK and of Flight Co-Invest. Antin France, Antin UK and Antin Luxembourg GP collectively are known as "Antin Infrastructure Partners," a European private equity firm based in Paris, London, and Luxembourg, which is focused on infrastructure investments in the telecommunications, energy and environment, transportation, and social sectors.

All investment decisions relating to Antin III France and Antin III UK are made by Antin France and Antin UK's respective investment committees, which are comprised of the same nine (9) individuals that own Antin France and Antin UK, along with two (2) non-equity partners of Antin France and Antin UK that are expected to receive shares in both entities in a future capital share increase. The nine (9) current shareholders of Antin France and Antin UK, who also serve on their respective investment committees are: Melanie Biessy (France), Mauricio Bolana (Spain/Uruguay), Mark Crosbie (U.K.), Stephane Ifker (France), Sebastien Lecaudey (France), Alban Lestiboudois (France), Alain Rauscher (France), Angelika Schochlin (Germany), and Simon Soder (Sweden/Australia). The two current non-equity partners expected to become equity partners and that currently serve on the investment committees are Nicolas Mallet (France), and Kevin Scott Genieser (U.S.).

Members of the Antin investment committees must act in concert with respect to matters for both Antin France and Antin UK. All of the investment committees' decisions are made by majority vote, with the vote of each member having equal weight, which majority vote must also have the vote of two founding members and individual shareholders of Antin Infrastructure Partners, Mark Crosbie and Alain Rauscher. As such, Messrs. Crosbie and Rauscher each has negative control rights over all investment decisions relating to Antin III France and Antin III UK and, in turn, over Flight Group LP and, upon closing, the Authorization Holders, including TVC.

Pursuant to section 1.5001(i) of the rules, Petitioners request that the Commission specifically approve the direct and/or indirect foreign equity and voting interests held or deemed to be held under the rules in Flight Group LP, the controlling U.S. parent of TVC:

Antin Infrastructure Partners III FPCI;
Antin Infrastructure Partners III L.P.;
Antin Infrastructure Partners Luxembourg GP, Sarl;
Antin Infrastructure Partners U.K. Limited;
Antin Infrastructure Partners S.A.S.;
Flight Co-Invest LP; and
Melanie Biessy, Mauricio Bolana; Mark Crosbie; Stephane Ifker; Sebastien Lecaudey; Alban Lestiboudois; Alain Rauscher; Angelika Schochlin;
Simon Soder; Nicolas Mallet; Jackson Liam Hall.

Petitioner asserts that the public interest would be served by granting the Petition.

Interested parties may file comments on or before July 10, 2018, and reply comments on or before July 17, 2018.

Transfer of Control

Current Licensee: ION HoldCo, LLC

FROM: OHCP Northeastern Fiber Buyer Holdco, L.P.

TO: Flight Group Holdings LP

Application filed for consent to the transfer of control of ION Holdco, LLC (ION), which holds international section 214 authorization ITC-214-20070426-00164, from its 100 percent indirect parent, OHCP Northeastern Fiber Buyer Holdco, L.P. (Transferor) to Flight Group Holdings LP (Flight Group LP or Transferee). ION and affiliated entities (collectively, the Authority Holders) provide telecommunications services under the FirstLight brand in eight states and are the subject of associated applications to transfer control of domestic and international section 214 authorizations and wireless licenses. See ITC-T/C-20180319-00056, -00058, -00059, -00060; WC Docket No. 18-83; and ULS File No. 0008139073.

Pursuant to the terms of a stock purchase agreement dated February 16, 2018, between Transferor, its wholly-owned subsidiary, OHCP Northeastern Fiber Buyer, Inc. (NFB), a Delaware corporation, and Flight Group LP's indirect, wholly-owned subsidiary, Flight Bidco, Inc. (Flight Bidco), a Delaware corporation, Flight Bidco will acquire from Transferor 100 percent of NFB's outstanding equity securities. Immediately upon closing of the stock acquisition, Flight Bidco will merge with and into NFB, with NFB continuing as the surviving entity. Post-transaction, NFB will be 100 percent directly owned by Flight Intermediate Holdco Inc., a Delaware corporation (FIH). FIH is 100 percent directly owned by Flight Holdco Inc., a Delaware corporation, which is, in turn, 100 percent directly owned by the transferee, Flight Group LP.

Applicants explain that Flight Group LP has been formed for the purpose of acquiring the Authority Holders and is directly owned in majority part (98.1% equity) by three private equity funds that hold the following limited partnership interests: Antin Infrastructure Partners III, FPCI (Antin III France) (39.1% equity), Antin Infrastructure Partners III, L.P. (Antin III UK) (28.9% equity), and Flight Co-Invest LP (Flight Co-Invest) (30.1% equity).

Antin III UK and Flight Co-Invest LP are limited partnerships formed under the laws of England and Wales while Antin III France is organized in France. The general partner of Flight Group LP is Flight Group Holdings GP LLC (Flight Group GP), a Delaware limited liability company. According to the Petition, Antin III France and Antin III UK jointly control Flight Group LP through their joint control of Flight Group GP's board of managers (which consists of Melanie Sengel Biessy, a French citizen, and Jackson Liam Hall, a U.K. and Canadian citizen). Applicants state that Flight Co-Invest's interest in Flight Group LP is only economic: it will have no management or other governance rights in Flight Group LP.

According to the Application, the total economic interest in Antin III France and Antin III UK is held broadly: no investor in Antin III France or Antin III UK holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP. Similarly, none of the limited partners of Flight Co-Invest holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP.

Applicants explain that Antin III France and Antin III UK are jointly controlled, through governance, management and advisory agreements, by Antin Infrastructure Partners S.A.S. (Antin France), Antin Infrastructure Partners UK Limited (Antin UK), and Antin Infrastructure Partners Luxembourg GP Sarl (Antin Luxembourg GP), which is wholly owned by Antin UK. Flight Co-Invest has the same control structure as Antin III UK: Antin UK is the authorized manager and Antin Luxembourg GP is the general partner of Antin III UK and of Flight Co-Invest. Antin France, Antin UK and Antin Luxembourg GP collectively are known as "Antin Infrastructure Partners," a European private equity firm based in Paris, London, and Luxembourg, which is focused on infrastructure investments in the telecommunications, energy and environment, transportation, and social sectors.

All investment decisions relating to Antin III France and Antin III UK are made by Antin France and Antin UK's respective investment committees, which are comprised of the same nine (9) individuals that own Antin France and Antin UK, along with two (2) non-equity partners of Antin France and Antin UK that are expected to receive shares in both entities in a future capital share increase. The nine (9) current shareholders of Antin France and Antin UK, who also serve on their respective investment committees are: Melanie Biessy (France), Mauricio Bolana (Spain/Uruguay), Mark Crosbie (U.K.), Stephane Ifker (France), Sebastien Lecaudey (France), Alban Lestiboudois (France), Alain Rauscher (France), Angelika Schochlin (Germany), and Simon Soder (Sweden/Australia). The two current non-equity partners expected to become equity partners and that currently serve on the investment committees are Nicolas Mallet (France), and Kevin Scott Genieser (U.S.).

Members of the Antin investment committees must act in concert with respect to matters for both Antin France and Antin UK. All of the investment committees' decisions are made by majority vote, with the vote of each member having equal weight, which majority vote must also have the vote of two founding members and individual shareholders of Antin Infrastructure Partners, Mark Crosbie and Alain Rauscher. As such, Messrs. Crosbie and Rauscher each has negative control rights over all investment decisions relating to Antin III France and Antin III UK and, in turn, over Flight Group LP and, upon closing, the Authorization Holders, including ION.

Interested parties may file comments on or before July 10, 2018, and reply comments on or before July 17 2018.

Transfer of Control

Current Licensee: National Mobile Communications Corporation

FROM: OHCP Northeastern Fiber Buyer Holdco, L.P.

TO: Flight Group Holdings LP

Application filed for consent to the transfer of control of National Mobile Communications Corporation (NMCC), which holds international section 214 authorization ITC-214-2050422-00566, from its 100 percent indirect parent, OHCP Northeastern Fiber Buyer Holdco, L.P. (Transferor) to Flight Group Holdings LP (Flight Group LP or Transferee). NMCC and affiliated entities (collectively, the Authority Holders) provide telecommunications services under the FirstLight brand in eight states and are the subject of associated applications to transfer control of domestic and international section 214 authorizations and wireless licenses. See ITC-T/C-20180319-00055, -00058, -00059, -00060; WC Docket No. 18-83; and ULS File No. 0008139073.

Pursuant to the terms of a stock purchase agreement dated February 16, 2018, between Transferor, its wholly-owned subsidiary, OHCP Northeastern Fiber Buyer, Inc. (NFB), a Delaware corporation, and Flight Group LP's indirect, wholly-owned subsidiary, Flight Bidco, Inc. (Flight Bidco), a Delaware corporation, Flight Bidco will acquire from Transferor 100 percent of NFB's outstanding equity securities. Immediately upon closing of the stock acquisition, Flight Bidco will merge with and into NFB, with NFB continuing as the surviving entity. Post-transaction, NFB will be 100 percent directly owned by Flight Intermediate Holdco Inc., a Delaware corporation (FIH). FIH is 100 percent directly owned by Flight Holdco Inc., a Delaware corporation, which is, in turn, 100 percent directly owned by the transferee, Flight Group LP.

Applicants explain that Flight Group LP has been formed for the purpose of acquiring the Authority Holders and is directly owned in majority part (98.1% equity) by three private equity funds that hold the following limited partnership interests: Antin Infrastructure Partners III, FPCI (Antin III France) (39.1% equity), Antin Infrastructure Partners III, L.P. (Antin III UK) (28.9% equity), and Flight Co-Invest LP (Flight Co-Invest) (30.1% equity).

Antin III UK and Flight Co-Invest LP are limited partnerships formed under the laws of England and Wales while Antin III France is organized in France. The general partner of Flight Group LP is Flight Group Holdings GP LLC (Flight Group GP), a Delaware limited liability company. According to the Petition, Antin III France and Antin III UK jointly control Flight Group LP through their joint control of Flight Group GP's board of managers (which consists of Melanie Sengel Biessy, a French citizen, and Jackson Liam Hall, a U.K. and Canadian citizen). Applicants state that Flight Co-Invest's interest in Flight Group LP is only economic: it will have no management or other governance rights in Flight Group LP.

According to the Application, the total economic interest in Antin III France and Antin III UK is held broadly: no investor in Antin III France or Antin III UK holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP. Similarly, none of the limited partners of Flight Co-Invest holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP.

Applicants explain that Antin III France and Antin III UK are jointly controlled, through governance, management and advisory agreements, by Antin Infrastructure Partners S.A.S. (Antin France), Antin Infrastructure Partners UK Limited (Antin UK), and Antin Infrastructure Partners Luxembourg GP Sarl (Antin Luxembourg GP), which is wholly owned by Antin UK. Flight Co-Invest has the same control structure as Antin III UK: Antin UK is the authorized manager and Antin Luxembourg GP is the general partner of Antin III UK and of Flight Co-Invest. Antin France, Antin UK and Antin Luxembourg GP collectively are known as "Antin Infrastructure Partners," a European private equity firm based in Paris, London, and Luxembourg, which is focused on infrastructure investments in the telecommunications, energy and environment, transportation, and social sectors.

All investment decisions relating to Antin III France and Antin III UK are made by Antin France and Antin UK's respective investment committees, which are comprised of the same nine (9) individuals that own Antin France and Antin UK, along with two (2) non-equity partners of Antin France and Antin UK that are expected to receive shares in both entities in a future capital share increase. The nine (9) current shareholders of Antin France and Antin UK, who also serve on their respective investment committees are: Melanie Biessy (France), Mauricio Bolana (Spain/Uruguay), Mark Crosbie (U.K.), Stephane Ifker (France), Sebastien Lecaudey (France), Alban Lestiboudois (France), Alain Rauscher (France), Angelika Schochlin (Germany), and Simon Soder (Sweden/Australia). The two current non-equity partners expected to become equity partners and that currently serve on the investment committees are Nicolas Mallet (France), and Kevin Scott Genieser (U.S.).

Members of the Antin investment committees must act in concert with respect to matters for both Antin France and Antin UK. All of the investment committees' decisions are made by majority vote, with the vote of each member having equal weight, which majority vote must also have the vote of two founding members and individual shareholders of Antin Infrastructure Partners, Mark Crosbie and Alain Rauscher. As such, Messrs. Crosbie and Rauscher each has negative control rights over all investment decisions relating to Antin III France and Antin III UK and, in turn, over Flight Group LP and, upon closing, the Authorization Holders, including NMCC.

Interested parties may file comments on or before July 10, 2018, and reply comments on or before July 17, 2018.

Transfer of Control

Current Licensee: BayRing Communications, Inc.

FROM: OHCP Northeastern Fiber Buyer Holdco, L.P.

TO: Flight Group Holdings LP

Application filed for consent to the transfer of control of BayRing Communications, Inc. (BayRing), which holds international section 214 authorization ITC-214-19961216-00630, from its 100 percent indirect parent, OHCP Northeastern Fiber Buyer Holdco, L.P. (Transferor) to Flight Group Holdings LP (Flight Group LP or Transferee). BayRing and affiliated entities (collectively, the Authority Holders) provide telecommunications services under the FirstLight brand in eight states and are the subject of associated applications to transfer control of domestic and international section 214 authorizations and wireless licenses. See ITC-T/C-20180319-00055, -00056, -00059, -00060; WC Docket No. 18-83; and ULS File No. 0008139073.

Pursuant to the terms of a stock purchase agreement dated February 16, 2018, between Transferor, its wholly-owned subsidiary, OHCP Northeastern Fiber Buyer, Inc. (NFB), a Delaware corporation, and Flight Group LP's indirect, wholly-owned subsidiary, Flight Bidco, Inc. (Flight Bidco), a Delaware corporation, Flight Bidco will acquire from Transferor 100 percent of NFB's outstanding equity securities. Immediately upon closing of the stock acquisition, Flight Bidco will merge with and into NFB, with NFB continuing as the surviving entity. Post-transaction, NFB will be 100 percent directly owned by Flight Intermediate Holdco Inc., a Delaware corporation (FIH). FIH is 100 percent directly owned by Flight Holdco Inc., a Delaware corporation, which is, in turn, 100 percent directly owned by the transferee, Flight Group LP.

Applicants explain that Flight Group LP has been formed for the purpose of acquiring the Authority Holders and is directly owned in majority part (98.1% equity) by three private equity funds that hold the following limited partnership interests: Antin Infrastructure Partners III, FPCI (Antin III France) (39.1% equity), Antin Infrastructure Partners III, L.P. (Antin III UK) (28.9% equity), and Flight Co-Invest LP (Flight Co-Invest) (30.1% equity).

Antin III UK and Flight Co-Invest LP are limited partnerships formed under the laws of England and Wales while Antin III France is organized in France. The general partner of Flight Group LP is Flight Group Holdings GP LLC (Flight Group GP), a Delaware limited liability company. According to the Petition, Antin III France and Antin III UK jointly control Flight Group LP through their joint control of Flight Group GP's board of managers (which consists of Melanie Sengel Biessy, a French citizen, and Jackson Liam Hall, a U.K. and Canadian citizen). Applicants state that Flight Co-Invest's interest in Flight Group LP is only economic: it will have no management or other governance rights in Flight Group LP.

According to the Application, the total economic interest in Antin III France and Antin III UK is held broadly: no investor in Antin III France or Antin III UK holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP. Similarly, none of the limited partners of Flight Co-Invest holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP.

Applicants explain that Antin III France and Antin III UK are jointly controlled, through governance, management and advisory agreements, by Antin Infrastructure Partners S.A.S. (Antin France), Antin Infrastructure Partners UK Limited (Antin UK), and Antin Infrastructure Partners Luxembourg GP Sarl (Antin Luxembourg GP), which is wholly owned by Antin UK. Flight Co-Invest has the same control structure as Antin III UK: Antin UK is the authorized manager and Antin Luxembourg GP is the general partner of Antin III UK and of Flight Co-Invest. Antin France, Antin UK and Antin Luxembourg GP collectively are known as "Antin Infrastructure Partners," a European private equity firm based in Paris, London, and Luxembourg, which is focused on infrastructure investments in the telecommunications, energy and environment, transportation, and social sectors.

All investment decisions relating to Antin III France and Antin III UK are made by Antin France and Antin UK's respective investment committees, which are comprised of the same nine (9) individuals that own Antin France and Antin UK, along with two (2) non-equity partners of Antin France and Antin UK that are expected to receive shares in both entities in a future capital share increase. The nine (9) current shareholders of Antin France and Antin UK, who also serve on their respective investment committees are: Melanie Biessy (France), Mauricio Bolana (Spain/Uruguay), Mark Crosbie (U.K.), Stephane Ifker (France), Sebastien Lecaudey (France), Alban Lestiboudois (France), Alain Rauscher (France), Angelika Schochlin (Germany), and Simon Soder (Sweden/Australia). The two current non-equity partners expected to become equity partners and that currently serve on the investment committees are Nicolas Mallet (France), and Kevin Scott Genieser (U.S.).

Members of the Antin investment committees must act in concert with respect to matters for both Antin France and Antin UK. All of the investment committees' decisions are made by majority vote, with the vote of each member having equal weight, which majority vote must also have the vote of two founding members and individual shareholders of Antin Infrastructure Partners, Mark Crosbie and Alain Rauscher. As such, Messrs. Crosbie and Rauscher each has negative control rights over all investment decisions relating to Antin III France and Antin III UK and, in turn, over Flight Group LP and, upon closing, the Authorization Holders, including BayRing.

Interested parties may file comments on or before July 10, 2018, and reply comments on or before July 17, 2018.

Transfer of Control

Current Licensee: Oxford County Telephone and Telegraph Company

FROM: OHCP Northeastern Fiber Buyer Holdco, L.P.

TO: Flight Group Holdings LP

Application filed for consent to the transfer of control of Oxford County Telephone and Telegraph Company (Oxford), which holds international section 214 authorization ITC-214-19970902-00523, from its 100 percent indirect parent, OHCP Northeastern Fiber Buyer Holdco, L.P. (Transferor) to Flight Group Holdings LP (Flight Group LP or Transferee). Oxford and affiliated entities (collectively, the Authority Holders) provide telecommunications services under the FirstLight brand in eight states and are the subject of associated applications to transfer control of domestic and international section 214 authorizations and wireless licenses. See ITC-T/C-20180319-00055, -00056, -00058, -00060; WC Docket No. 18-83; and ULS File No. 0008139073.

Pursuant to the terms of a stock purchase agreement dated February 16, 2018, between Transferor, its wholly-owned subsidiary, OHCP Northeastern Fiber Buyer, Inc. (NFB), a Delaware corporation, and Flight Group LP's indirect, wholly-owned subsidiary, Flight Bidco, Inc. (Flight Bidco), a Delaware corporation, Flight Bidco will acquire from Transferor 100 percent of NFB's outstanding equity securities. Immediately upon closing of the stock acquisition, Flight Bidco will merge with and into NFB, with NFB continuing as the surviving entity. Post-transaction, NFB will be 100 percent directly owned by Flight Intermediate Holdco Inc., a Delaware corporation (FIH). FIH is 100 percent directly owned by Flight Holdco Inc., a Delaware corporation, which is, in turn, 100 percent directly owned by the transferee, Flight Group LP.

Applicants explain that Flight Group LP has been formed for the purpose of acquiring the Authority Holders and is directly owned in majority part (98.1% equity) by three private equity funds that hold the following limited partnership interests: Antin Infrastructure Partners III, FPCI (Antin III France) (39.1% equity), Antin Infrastructure Partners III, L.P. (Antin III UK) (28.9% equity), and Flight Co-Invest LP (Flight Co-Invest) (30.1% equity).

Antin III UK and Flight Co-Invest LP are limited partnerships formed under the laws of England and Wales while Antin III France is organized in France. The general partner of Flight Group LP is Flight Group Holdings GP LLC (Flight Group GP), a Delaware limited liability company. According to the Petition, Antin III France and Antin III UK jointly control Flight Group LP through their joint control of Flight Group GP's board of managers (which consists of Melanie Sengel Biessy, a French citizen, and Jackson Liam Hall, a U.K. and Canadian citizen). Applicants state that Flight Co-Invest's interest in Flight Group LP is only economic: it will have no management or other governance rights in Flight Group LP.

According to the Application, the total economic interest in Antin III France and Antin III UK is held broadly: no investor in Antin III France or Antin III UK holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP. Similarly, none of the limited partners of Flight Co-Invest holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP.

Applicants explain that Antin III France and Antin III UK are jointly controlled, through governance, management and advisory agreements, by Antin Infrastructure Partners S.A.S. (Antin France), Antin Infrastructure Partners UK Limited (Antin UK), and Antin Infrastructure Partners Luxembourg GP Sarl (Antin Luxembourg GP), which is wholly owned by Antin UK. Flight Co-Invest has the same control structure as Antin III UK: Antin UK is the authorized manager and Antin Luxembourg GP is the general partner of Antin III UK and of Flight Co-Invest. Antin France, Antin UK and Antin Luxembourg GP collectively are known as "Antin Infrastructure Partners," a European private equity firm based in Paris, London, and Luxembourg, which is focused on infrastructure investments in the telecommunications, energy and environment, transportation, and social sectors.

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Members of the Antin investment committees must act in concert with respect to matters for both Antin France and Antin UK. All of the investment committees' decisions are made by majority vote, with the vote of each member having equal weight, which majority vote must also have the vote of two founding members and individual shareholders of Antin Infrastructure Partners, Mark Crosbie and Alain Rauscher. As such, Messrs. Crosbie and Rauscher each has negative control rights over all investment decisions relating to Antin III France and Antin III UK and, in turn, over Flight Group LP and, upon closing, the Authorization Holders, including Oxford.

Interested parties may file comments on or before July 10, 2018, and reply comments on or before July 17, 2018.

Transfer of Control

Current Licensee: TVC Albany, Inc.

FROM: OHCP Northeastern Fiber Buyer Holdco, L.P.

TO: Flight Group Holdings LP

Application filed for consent to the transfer of control of TVC Albany, Inc. (TVC), which holds international section 214 authorizations ITC-214-20010209-00086 and ITC-214-19990825-00538, from its 100 percent indirect parent, OHCP Northeastern Fiber Buyer Holdco, L.P. (Transferor) to Flight Group Holdings LP (Flight Group LP or Transferee). TVC and affiliated entities (collectively, the Authority Holders) provide telecommunications services under the FirstLight brand in eight states and are the subject of associated applications to transfer control of domestic and international section 214 authorizations and wireless licenses. See ITC-T/C-20180319-00055, -00056, -00058, -00059; WC Docket No. 18-83; and ULS File No. 0008139073.

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Applicants explain that Flight Group LP has been formed for the purpose of acquiring the Authority Holders and is directly owned in majority part (98.1% equity) by three private equity funds that hold the following limited partnership interests: Antin Infrastructure Partners III, FPCI (Antin III France) (39.1% equity), Antin Infrastructure Partners III, L.P. (Antin III UK) (28.9% equity), and Flight Co-Invest LP (Flight Co-Invest) (30.1% equity).

Antin III UK and Flight Co-Invest LP are limited partnerships formed under the laws of England and Wales while Antin III France is organized in France. The general partner of Flight Group LP is Flight Group Holdings GP LLC (Flight Group GP), a Delaware limited liability company. According to the Petition, Antin III France and Antin III UK jointly control Flight Group LP through their joint control of Flight Group GP's board of managers (which consists of Melanie Sengel Biessy, a French citizen, and Jackson Liam Hall, a U.K. and Canadian citizen). Applicants state that Flight Co-Invest's interest in Flight Group LP is only economic: it will have no management or other governance rights in Flight Group LP.

According to the Application, the total economic interest in Antin III France and Antin III UK is held broadly: no investor in Antin III France or Antin III UK holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP. Similarly, none of the limited partners of Flight Co-Invest holds, directly or indirectly, a 10% or greater equity or voting interest in Flight Group LP.

Applicants explain that Antin III France and Antin III UK are jointly controlled, through governance, management and advisory agreements, by Antin Infrastructure Partners S.A.S. (Antin France), Antin Infrastructure Partners UK Limited (Antin UK), and Antin Infrastructure Partners Luxembourg GP Sarl (Antin Luxembourg GP), which is wholly owned by Antin UK. Flight Co-Invest has the same control structure as Antin III UK: Antin UK is the authorized manager and Antin Luxembourg GP is the general partner of Antin III UK and of Flight Co-Invest. Antin France, Antin UK and Antin Luxembourg GP collectively are known as "Antin Infrastructure Partners," a European private equity firm based in Paris, London, and Luxembourg, which is focused on infrastructure investments in the telecommunications, energy and environment, transportation, and social sectors.

All investment decisions relating to Antin III France and Antin III UK are made by Antin France and Antin UK's respective investment committees, which are comprised of the same nine (9) individuals that own Antin France and Antin UK, along with two (2) non-equity partners of Antin France and Antin UK that are expected to receive shares in both entities in a future capital share increase. The nine (9) current shareholders of Antin France and Antin UK, who also serve on their respective investment committees are: Melanie Biessy (France), Mauricio Bolana (Spain/Uruguay), Mark Crosbie (U.K.), Stephane Ifker (France), Sebastien Lecaudey (France), Alban Lestiboudois (France), Alain Rauscher (France), Angelika Schochlin (Germany), and Simon Soder (Sweden/Australia). The two current non-equity partners expected to become equity partners and that currently serve on the investment committees are Nicolas Mallet (France), and Kevin Scott Genieser (U.S.).

Members of the Antin investment committees must act in concert with respect to matters for both Antin France and Antin UK. All of the investment committees' decisions are made by majority vote, with the vote of each member having equal weight, which majority vote must also have the vote of two founding members and individual shareholders of Antin Infrastructure Partners, Mark Crosbie and Alain Rauscher. As such, Messrs. Crosbie and Rauscher each has negative control rights over all investment decisions relating to Antin III France and Antin III UK and, in turn, over Flight Group LP and, upon closing, the Authorization Holders, including TVC.

Interested parties may file comments on or before July 10, 2018, and reply comments on or before July 17, 2018.

REMINDER:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 C.F.R. §§ 1.2001–2003.