

20 December 2018

Alfred Horton  
President  
AOC Connect, LLC  
14030 Thunderbolt Pl., Ste. 700  
Chantilly, VA 20180

**SUBMITTED ELECTRONICALLY**

Ms. Brinda Westbrook-Sedgwick  
Commission Secretary  
Public Service Commission of the District of Columbia  
1325 G Street N.W., Suite 800  
Washington, DC 20005

**RE: Transfer of Controlling Interest in Competitive Local Exchange Carrier (CLEC)  
Operating in the District of Columbia**

Dear Ms. Westbrook-Sedgwick:

AOC Connect, LLC ("AOC Connect"), pursuant to District of Columbia Municipal Regulation Title 15 §§ 2512, hereby seeks the Commission's approval to effectuate a transaction whereby Intermountain Infrastructure Group, LLC (IIG) will acquire direct control of AOC Connect (the "Competitive Local Exchange Carrier (CLEC)"). Because the Indirect CLEC Acquisition will occur by virtue of a transaction at the parent holding company level only, there will be no change in the operating authority held by AOC Connect. It is anticipated that this transaction will have no effect on AOC Connect's current customers.

AOC Connect, LLC ("AOC Connect") is a privately held Delaware limited liability company headquartered in Chantilly, Virginia and is a wholly owned subsidiary of American Operations Corporation ("AOC"), a Delaware corporation. AOC Connect is a facilities-based Competitive Local Exchange Carrier (CLEC) in the District of Columbia<sup>1</sup>, and provides telecommunications infrastructure, broadband services, Voice over IP (VoIP) services and custom telecommunications network solutions to primarily Local, State, and Federal Government customers throughout the United States. AOC Connect has no residential

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<sup>1</sup> See formal Case No. TA-04-6-6, *In the Matter of the Application of MFN Global Services to Provide Local Telecommunications Services in the District of Columbia*, Order No. 13267; and formal Case No. TA-04-6-12, *DC PSC Name Change*, November 2009.

telecommunications customers in the District of Columbia. AOC provides facilities support services and staffing to Federal Government customers throughout the United States.

Intermountain Infrastructure Group, LLC (“IIG”) is a privately held California limited liability company headquartered in Burlingame, California. IIG is not a regulated operating entity and provides public and private organizations throughout the United States with the services required to plan, implement telecommunications infrastructure. IIG has no residential customers in the District of Columbia.

No new operating entities or indirect subsidiaries will be created through the execution of this transaction.

Questions, correspondence, orders, and other communications concerning this petition should be directed to the following:

<b>AOC Connect, LLC</b>	<b>American Operations Corporation</b>	<b>Intermountain Infrastructure Group, LLC</b>
AOC Connect, LLC Attention: Alfred Horton, President 14030 Thunderbolt Place, Suite 700 Chantilly, VA 20180 703-345-5744 (o) ahorton@aocconnect.com	American Operations Corporation Attention: L. Frank Field 14030 Thunderbolt Place, Suite 700 Chantilly, VA 20180 703-626-5273 ffield@aocwins.com	Intermountain Infrastructure Group, LLV Attention: Jeff Yount, President 533 Airport Boulevard, Suite 400 Burlingame, CA 94010 970-444-9943 (o) Jeff.yount@intermountainig.com

AOC Connect and IIG, have entered into an agreement (the "Term Sheet"). The Term Sheet sets forth the structure and steps of the proposed acquisition transaction (the Transaction"). In short, the Transaction will cause IIG to directly or indirectly acquire all of the outstanding member equity interest in AOC Connect from American Operations Corporation, free and clear of all encumbrances, with AOC Connect surviving at closing as a direct and wholly owned subsidiary of IIG.

Following the Transaction, AOC Connect will become a direct subsidiary of IIG but will not otherwise experience a change of control and will continue to operate. AOC Connect will retain its headquarters in Chantilly, Virginia, and IIG will maintain its headquarters in Burlingame, California.

The CLEC acquisition will not adversely affect adequate service to the public at just and reasonable rates. As previously noted, AOC Connect, the CLEC operating in the District of Columbia, will move from being a wholly owned subsidiary of American Operations Corporation to becoming a wholly owned subsidiary of IIG. Upon consummation of transfer of controlling interest, AOC Connect will continue to provide the services that it currently provides

to customers in the District of Columbia. All existing AOC Connect contracts will be honored. Indeed, the CLEC acquisition will be seamless to existing customers of AOC Connect.

The Commission previously found that AOC Connect has the financial, managerial and technical resources to render intrastate interexchange services and local exchange service, thus satisfying the standard set forth by the Commission. The transaction will increase the managerial, technical and financial resources available to AOC Connect. AOC Connect will become part of a larger scale entity with added financial resources. This will benefit existing AOC Connect customers by creating the opportunity to deploy a more extensive network and greater breadth of services. This will permit AOC Connect to compete more effectively in the marketplace to the benefit of consumers in the District of Columbia. There will not be any diminution in the number of competitive wireline providers in the District as a result of the Transaction.

Additionally, the Joint Petitioners are committed to transparency with customers. Any future changes to rates, terms, and conditions of service will be made pursuant to the customer's contracts and applicable law. The services subject to this application will continue to be provided in the District of Columbia.

AOC Connect and IIG intend to consummate the Transaction as promptly as possible after the necessary regulatory approvals have been received and all other preconditions met.

For the foregoing reasons, I request expeditious review and approval of the request by March 1, 2019, and for such further relief as may be appropriate.

Very Respectfully,



Alfred Horton  
President  
AOC Connect, LLC

