

JAN 27 2016

PUBLIC SERVICE
COMMISSION

Russell M. Blau
Brett P. Ferenchak
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brett.ferenchak@morganlewis.com

January 26, 2016

VIA OVERNIGHT COURIER

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

**Re: Notification Regarding the Proposed Transfer of Control of Onvoy, LLC
and Broadvox-CLEC, LLC to GTCR Onvoy Holdings LLC**

Dear Mr. Derouen:

By this letter, Communications Infrastructure Investments, LLC ("CII"); Onvoy, LLC ("Onvoy"); Broadvox-CLEC, LLC ("BV-CLEC" and together with Onvoy, "Licensees"); and GTCR Onvoy Holdings LLC ("Transferee") (collectively, the "Parties") notify the Commission of the proposed transfer of control of the Licensees to Transferee (the "*GTCR Transaction*"). Pursuant to the Orders issued in Admin. Case No. 359 on June 21, 1996 and Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the transaction described herein. Accordingly, the Parties submit this letter for informational purposes.

Description of the Parties

A. Communications Infrastructure Investments, LLC

CII is a Delaware limited liability company with a principal office at 1805 29th Street, Boulder, Colorado 80301. CII was formed in 2007 to acquire and support long-term development of fiber-based bandwidth, solutions-oriented businesses. Through its subsidiaries, CII acquired indirect ownership and control of Onvoy in 2007. Following various pro forma reorganizations, Onvoy became a direct subsidiary of CII in 2014. CII has no majority owner, but certain entities, including an affiliate of Transferee, own 10% or more of CII.

B. Onvoy, LLC and Broadvox-CLEC, LLC

Onvoy is a Minnesota limited liability company with a principal office at 10300 6th Avenue North, Plymouth, Minnesota 55441. Onvoy is currently a direct, wholly owned subsidiary of

Morgan, Lewis & Bockius LLP

2020 K Street, NW
Washington, DC 20006-1806
United States

📞 +1.202.373.6000
📠 +1.202.373.6001

CII. Onvoy has provided telecommunications services since 1988. Onvoy provides primarily wholesale local exchange and long distance services, switched access, transit and other services to other carriers and communications providers. Onvoy is authorized to provide intrastate telecommunications services in the District of Columbia and in every U.S. state except Alaska, Arkansas (application pending), Hawaii, Mississippi, Tennessee and Vermont (application pending). In Kentucky, Onvoy is registered as a Competitive Local Exchange Carrier (Utility ID 5057170) and as a Long Distance Carrier (Utility ID 5179720). Onvoy is also authorized by the FCC to provide domestic and international telecommunications services.

BV-CLEC is a Delaware limited liability company with a principal office at 75 Erieview Plaza, Suite 400, Cleveland, Ohio 44114. BV-CLEC is a direct, wholly owned subsidiary of Onvoy. BV-CLEC provides access to the public switched telephone network, telephone numbers and other functionalities to its VoIP-provider affiliate, Broadvox, LLC.¹ BV-CLEC is authorized to provide intrastate telecommunications services in the District of Columbia, and in every U.S. state except Alaska, Delaware, Iowa and Maine. In Kentucky, BV-CLEC is registered as a Competitive Local Exchange Carrier (Utility ID 5056340) and as a Long Distance Carrier (Utility ID 5178700). BV-CLEC is also authorized by the FCC to provide domestic and international telecommunications services.

C. GTCR Onvoy Holdings LLC

Transferee is a Delaware limited liability company with its principal executive office at 300 N. LaSalle Street, Suite 5600, Chicago, Illinois 60654. Transferee is an investment vehicle created to aggregate the ownership of various investment funds managed by GTCR LLC in connection with the acquisition by such funds of Onvoy and its subsidiaries. The following funds are expected to own ten percent (10%) or more of Transferee: GTCR Fund X/A LP (approximately 61.21%); and GTCR Fund X/C LP (approximately 17.52%).

Founded in 1980, GTCR LLC is a private equity firm focused on investing in growth companies in the Financial Services & Technology, Healthcare, Technology, Media & Telecommunications and Growth Business Services industries. GTCR LLC pioneered The Leaders Strategy™—finding and partnering with management leaders in core domains to identify, acquire and build market-leading companies through transformational acquisitions and organic growth. Since its inception, GTCR LLC has invested more than \$12 billion in over 200 companies.

¹ Broadvox, LLC, a Delaware limited liability company, does not provide regulated telecommunications services, but rather provides wholesale VoIP services.

Contacts

For the purposes of this filing, contacts are as follows:

For the Parties:

Russell M. Blau
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
russell.blau@morganlewis.com
brett.ferenchak@morganlewis.com

With a copy for Licensees to:

Scott Sawyer, General Counsel
Onvoy, LLC
218 Nayatt Rd.
Barrington, RI 02806
scott.sawyer@onvoy.com

With a copy for Transferee to:

Jeffrey Wright
Stephen Master
c/o GTCR LLC
300 North LaSalle Street, Suite 5600
Chicago, IL 60654
jeffrey.wright@gtcr.com
stephen.master@gtcr.com

With a copy for CII to:

Christopher P. Yost
Communications Infrastructure
Investments, LLC
c/o Zayo Group
1805 29th Street
Boulder, CO 80301
christopher.yost@zayo.com

Description of the GTCR Transaction

Pursuant to the Transaction Agreement by and among CII, Onvoy, Transferee, Onvoy Holdings, Inc., a Delaware corporation ("Holdings Inc."), Onvoy Intermediate Holdings, Inc., a Delaware corporation ("Parent"), and Onvoy Merger Sub LLC, a Minnesota limited liability company ("Merger Sub"),² dated as of December 31, 2015, the parties will complete a series of transactions (the "Transactions"), including the merger of Merger Sub with and into Onvoy, with Onvoy being the surviving entity (the "*Onvoy Merger*"). Immediately prior to the *Onvoy Merger*, Merger Sub will be a direct, wholly owned subsidiary of Parent. Upon completion of the *Onvoy Merger*, Onvoy will become a direct, wholly owned subsidiary of Parent, but BV-CLEC will remain a direct, wholly owned subsidiary of Onvoy. Upon completion of the

² Holdings Inc., Parent and Merger Sub were formed for purposes of the Transactions.

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Transactions, Parent will be a direct, wholly owned subsidiary of Holdings Inc., which in turn will be a direct, wholly owned subsidiary of Transferee.

For the Commission's reference, a chart depicting the pre- and post-Transactions ownership of Licensees is provided as Exhibit A.

The *GTCR Transaction* will be conducted in a manner that will be transparent to Licensee customers and any future name change or service changes will be preceded by appropriate notices to customers as well as any required regulatory filings. The *GTCR Transaction* will not result in any immediate change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Immediately following the Transactions, Licensees will continue to provide high-quality services at the same rates and on the same terms and conditions as are currently in effect.

* * * *

An original and four (4) copies of this notification letter are enclosed. Please date-stamp and return the extra copy in the envelope provided. This letter has also been filed via e-mail. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



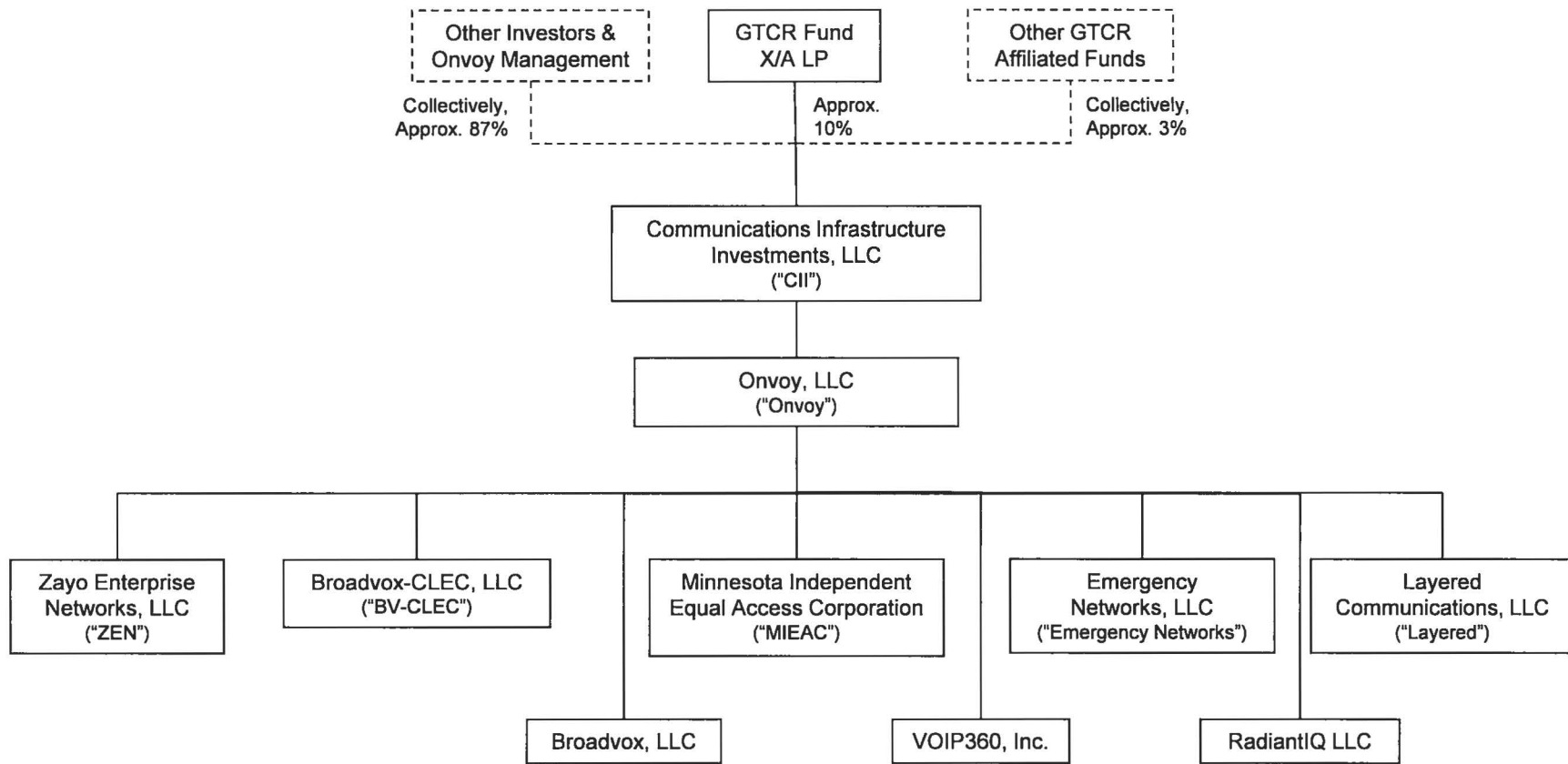
Russell M. Blau
Brett P. Ferenchak

Counsel for the Parties

EXHIBIT A

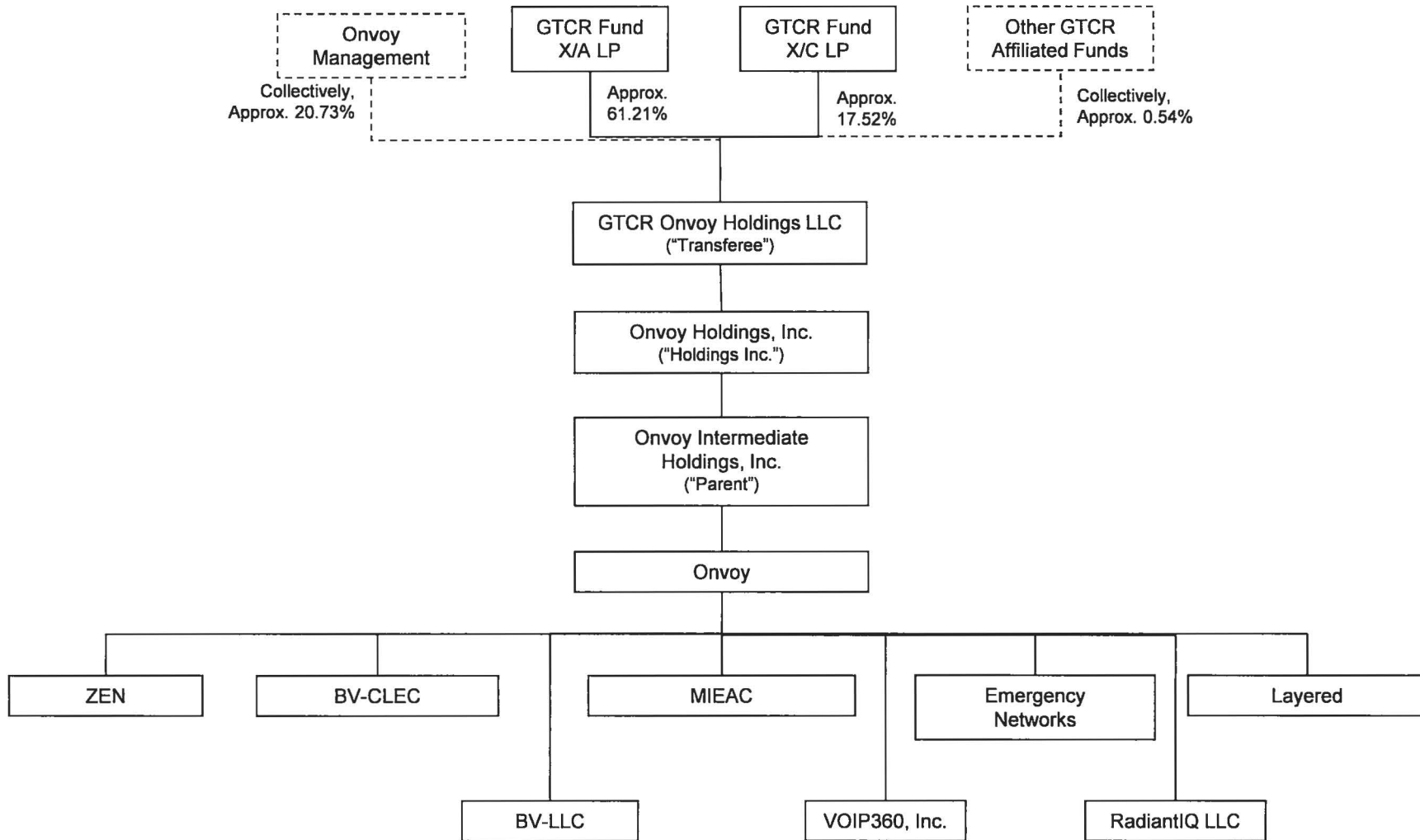
Diagrams of the Pre- and Post-Transactions Corporate Organization Structures

Pre-Transactions Corporate Organizational Structure of Licensees



Unless indicated all ownership percentages are 100%.

Post-Transactions Corporate Organizational Structure of Licensees



Unless indicated all ownership percentages are 100%.

STATE OF COLORADO
COUNTY OF BOULDER

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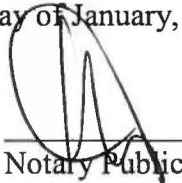
VERIFICATION

I, Daniel P. Caruso, state that I am President and Chief Executive Officer of Communications Infrastructure Investments, LLC (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Daniel P. Caruso
President and Chief Executive Officer
Communications Infrastructure Investments, LLC

Sworn and subscribed before me this 7th day of January, 2016.



Notary Public

My commission expires 9/22/19

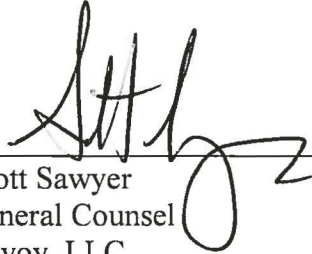
VICTORIA DAO
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20154037521
MY COMMISSION EXPIRES 09/22/2019

STATE OF MINNESOTA
COUNTY OF HENNEPIN

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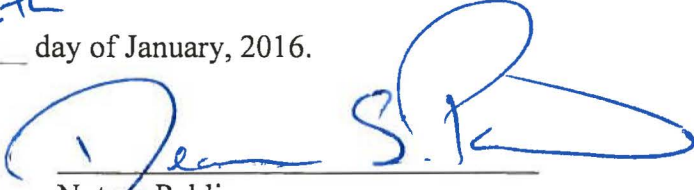
VERIFICATION

I, Scott Sawyer, state that I am General Counsel of Onvoy, LLC, Zayo Enterprise Networks, LLC, Minnesota Independent Equal Access Corporation, and Broadvox-CLEC, LLC (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



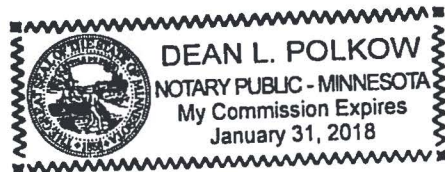
Scott Sawyer
General Counsel
Onvoy, LLC
Zayo Enterprise Networks, LLC
Minnesota Independent Equal Access Corporation
Broadvox-CLEC, LLC

Sworn and subscribed before me this 5th day of January, 2016.



Notary Public

My commission expires 1/31/2018



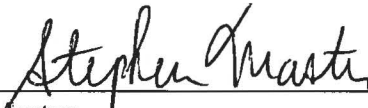
STATE OF ILLINOIS

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§

COOK COUNTY

VERIFICATION

I, Stephen Master, state that I am Senior Vice President and Secretary of GTCR Onvoy Holdings LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Stephen Master
Senior Vice President and Secretary
GTCR Onvoy Holdings LLC

Sworn and subscribed before me this 11th day of January, 2016.



Notary Public

My commission expires 7/2/16

