

May 27, 2016

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PUBLIC SERVICE  
COMMISSION

**VIA OVERNIGHT COURIER**

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

**Re: Notification Regarding (1) the Proposed Transfer of Indirect Control of ANPI Business, LLC to Onvoy, LLC and (2) the Proposed Transfer of Indirect Minority Control of Common Point LLC**

Dear Mr. Derouen:

By this letter, Onvoy, LLC (“Onvoy” or “Transferee”); ANPI Business, LLC (“ANPI-Biz”) Common Point LLC (“Common Point” and together with ANPI-Biz, the “Licensees”); ANPI Holding, Inc. (“ANPI Holding”); and Zone USA, Inc. (“Zone” and together with ANPI Holding, the “Transferors”) (collectively, the “Parties”) notify the Commission of (1) the proposed transfer of indirect control of ANPI-Biz to Transferee (the “*ANPI Transaction*”) and (2) the proposed transfer of indirect minority control of Common Point to Transferee. 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 transactions described herein. Accordingly, the Parties submit this letter for informational purposes.

**Description of the Parties**

**A. Onvoy, LLC**

Onvoy is a Minnesota limited liability company with a principal office at 10300 6th Avenue North, Plymouth, Minnesota 55441. Onvoy is an indirect, wholly owned subsidiary of GTCR Onvoy Holdings LLC (“Parent”).<sup>1</sup> 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 and/or one or more of its subsidiaries is authorized to provide intrastate telecommunications services in the District of Columbia and in every U.S. state except Alaska. In Kentucky, Onvoy is registered as a Competitive Local Exchange Carrier (Utility ID 5057170) and as a Long Distance Carrier (Utility ID 5179720). In addition, Onvoy’s wholly owned direct subsidiary, Broadvox CLEC, LLC (“BV-CLEC”), is registered in Kentucky as a Competitive Local Exchange Carrier (Utility ID 5056340) and as a Long Distance Carrier (Utility ID 5178700). Onvoy and BV-CLEC also are authorized by the FCC to provide domestic and international telecommunications services.

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<sup>1</sup> On April 29, 2016, the transfer of control of Onvoy to Parent was completed (the “*GTCR Transaction*”). See Docket No. 16-01023.

Jeff Derouen, Executive Director

May 27, 2016

Page 2

Parent is a Delaware limited liability company with its principal executive office at 300 N. LaSalle Street, Suite 5600, Chicago, Illinois 60654. Parent 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 own 10 percent or more of Parent: GTCR Fund X/A LP (approximately 61.79%); 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.

#### **B. ANPI Business, LLC**

ANPI-Biz is a Delaware limited liability company and direct, wholly owned subsidiary of ANZ Communications, LLC (“ANZ”), a Delaware limited liability company. ANZ also wholly owns ANPI, LLC, a Delaware limited liability company. ANPI-Biz, ANPI, LLC and ANZ have a principal office at 3243 S. Meadowbrook Rd., Springfield, Illinois 62711. ANZ is a holding company and does not directly hold any authorizations or provide any telecommunications services.

ANPI-Biz provides wholesale and retail interexchange service throughout the U.S., and is authorized to provide competitive local exchange service in a limited number of states. In Kentucky, ANPI-Biz is registered as a Long Distance Carrier (Utility ID 5156400). ANPI-Biz is also authorized by the FCC to provide interstate and international telecommunications services.

ANPI, LLC provides wholesale interexchange service throughout the United States, and is authorized to provide competitive local exchange service in a limited number of states. ANPI, LLC is also authorized by the FCC to provide interstate and international telecommunications services.

#### **C. Common Point LLC**

Common Point is an Illinois limited liability company with a principal office at 3243 S. Meadowbrook Road, Springfield, Illinois 62711. Common Point is 25 percent owned by: ANPI, LLC, which also manages Common Point’s operations as a management company contracted by its members; Egyptian Internet Services, Inc.; Cass Switch, Inc.; and MTCO Communications, Inc.

Common Point provides tandem access to local exchange carriers and wireless carriers. In Kentucky, Common Point is registered as a Competitive Local Exchange Carrier (Utility ID 5056810). Common Point is also authorized by the FCC to provide interstate telecommunications services.

Jeff Derouen, Executive Director  
May 27, 2016  
Page 3

**D. Zone USA, Inc. and ANPI Holding, Inc.**

Zone is a Delaware corporation with a principal office at PO Box 30533, Philadelphia, Pennsylvania 19103. ANPI Holding is an Illinois corporation with a principal office at 3243 S. Meadowbrook Road, Springfield, Illinois 62711. Zone and ANPI Holding are holding companies, each owning 50 percent of ANZ, and neither directly provides any telecommunications service.

**Contacts**

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

For Transferee:

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

With a copy for Transferee to

Scott Sawyer, General Counsel  
Onvoy, LLC  
218 Nayatt Rd.  
Barrington, RI 02806  
[scott.sawyer@onvoy.com](mailto:scott.sawyer@onvoy.com)

With a copy for Parent to:

Jeffrey Wright  
Stephen Master  
c/o GTCR LLC  
300 North LaSalle Street, Suite 5600  
Chicago, IL 60654  
[jeffrey.wright@gocr.com](mailto:jeffrey.wright@gocr.com)  
[stephen.master@gocr.com](mailto:stephen.master@gocr.com)

For Transferors and Licensees:

Cheng-yi Liu  
Fletcher Heald & Hildreth, PLC  
1300 North 17th Street, 11th Floor  
Arlington, VA 22209  
703-812-0478 (tel)  
703-812-0486 (fax)  
[liu@fhhlaw.com](mailto:liu@fhhlaw.com)

With a copy for Transferors and Licensees to:

Joseph O'Hara, CFO  
ANPI Business, LLC  
7460 Warren Parkway  
Suite 218  
Frisco, TX 75034  
[johara@anpi.com](mailto:johara@anpi.com)

### **Description of the Transfers of Control**

Pursuant to transactions arising from the Membership Interest Contribution and Purchase Agreement by and among ANPI Holding, Zone, Onvoy, and Parent, dated as of April 13, 2016, Onvoy and Parent will acquire all of the outstanding membership interests in ANZ and Parent will transfer all of the membership interests it receives in ANZ to Onvoy. As a result, ANZ will be a direct, wholly owned subsidiary of Onvoy; and ANPI-Biz and ANPI, LLC will be indirect, wholly owned subsidiaries of Onvoy. Following closing, ANPI-Biz and ANPI, LLC will be ultimately wholly owned by Parent.<sup>2</sup>

Following the *ANPI Transaction*, Common Point will remain 25% owned by ANPI, LLC. Therefore, Onvoy and Parent will indirectly acquire minority ownership of Common Point as a result of the *ANPI Transaction*. In addition, ANPI, LLC, as a subsidiary of Onvoy, will continue to perform its responsibilities under the Management Agreement with, Common Point after the *ANPI Transaction*.

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

The *ANPI Transaction* will bring together two successful enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. The financial, technical, and managerial resources that Onvoy and GTCR LLC will bring to Licensees are expected to enhance the ability of Licensees to compete in the telecommunications marketplace. Since the *ANPI Transaction* will occur at the holding company level, it will be completely transparent and seamless from a customer's perspective. Immediately following the *ANPI Transaction*, Licensees will continue to provide high-quality services at the same rates and on the same terms and conditions as are currently in effect. The only change immediately following closing of the *ANPI Transaction* will be that that Licensees' ownership will change, with Onvoy, and ultimately Parent, being the new owners.

\* \* \* \*

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<sup>2</sup> As part of the consideration for the *ANPI Transaction*, ANPI Holding and Zone will obtain an ownership interest in Parent of collectively less than 6 percent.

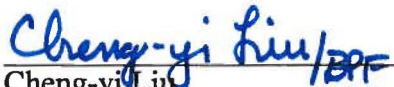
Jeff Derouen, Executive Director

May 27, 2016

Page 5

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,



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Fletcher Heald & Hildreth, PLC  
1300 North 17th Street, 11th Floor  
Arlington, VA 22209  
703-812-0478 (tel)  
703-812-0486 (fax)  
liu@fhhlaw.com

Counsel for Transferors and Licensees



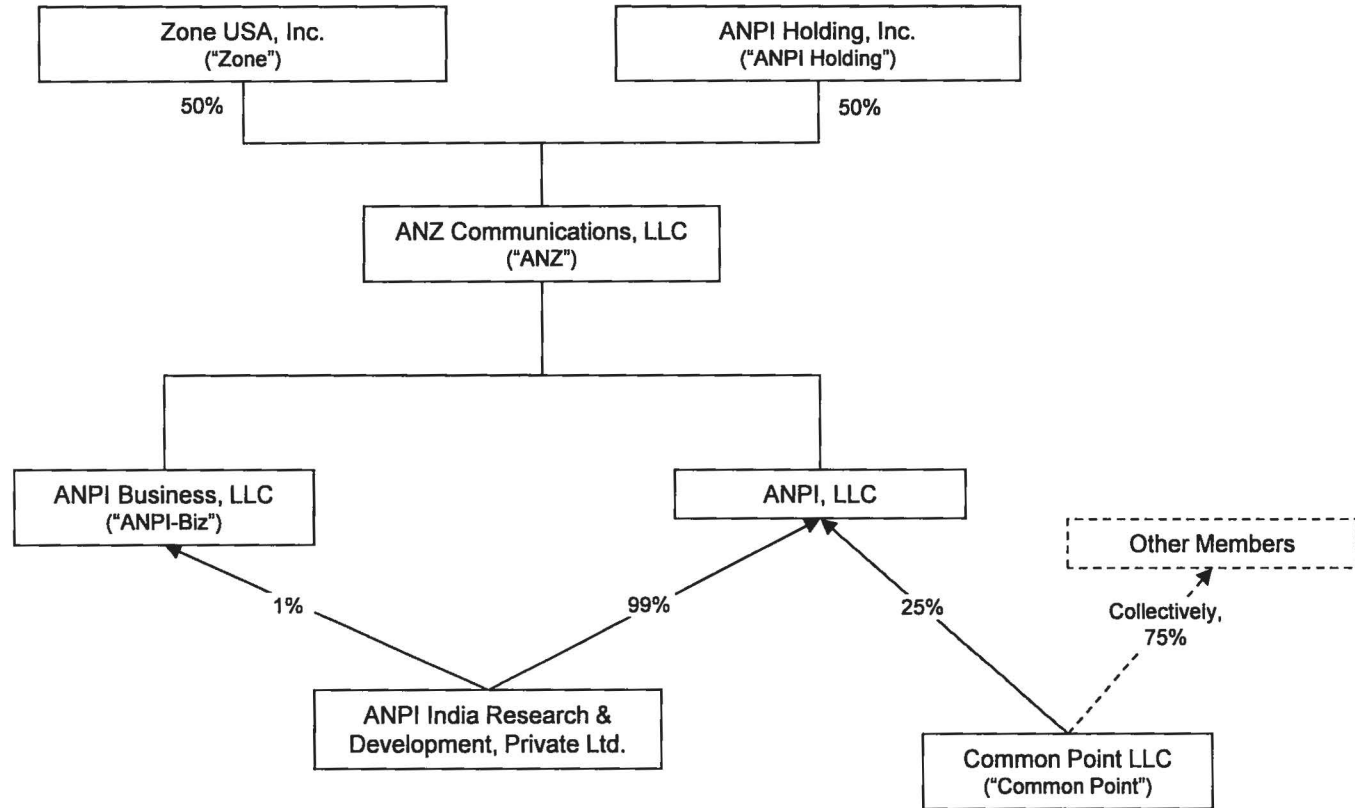
Russell M. Blau  
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2020 K Street, N.W., Suite 1100  
Washington, DC 20006-1806  
202-373-6000 (tel)  
202-373-6001 (fax)  
russell.blau@morganlewis.com  
brett.ferenchak@morganlewis.com

Counsel for Transferee

**EXHIBIT A**

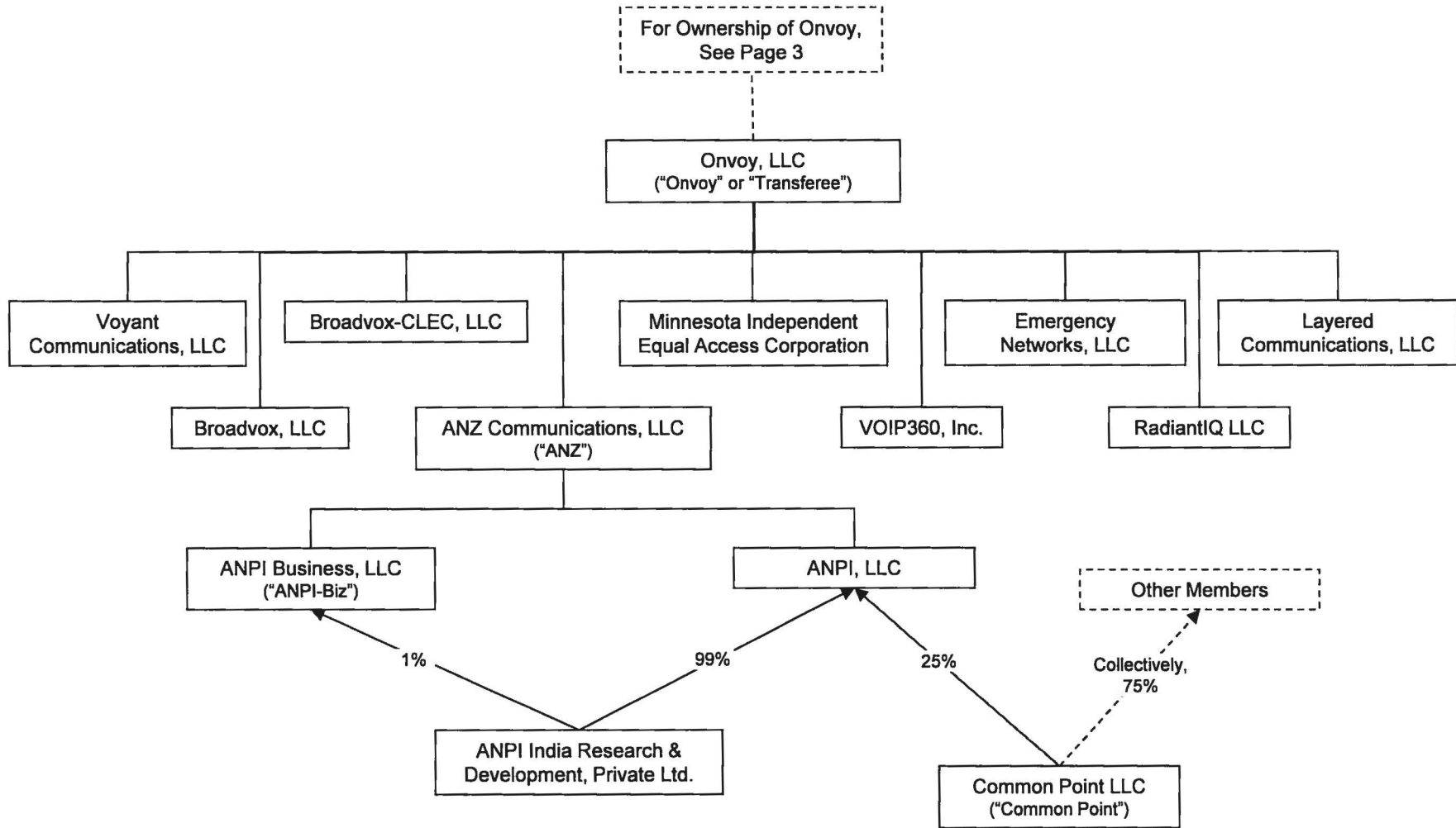
**Diagrams of the Pre- and Post-*ANPI Transaction* Corporate Ownership Structures**

# Pre-ANPI Transaction Corporate Ownership Structure of Licensees



Unless indicated all ownership percentages are 100%.

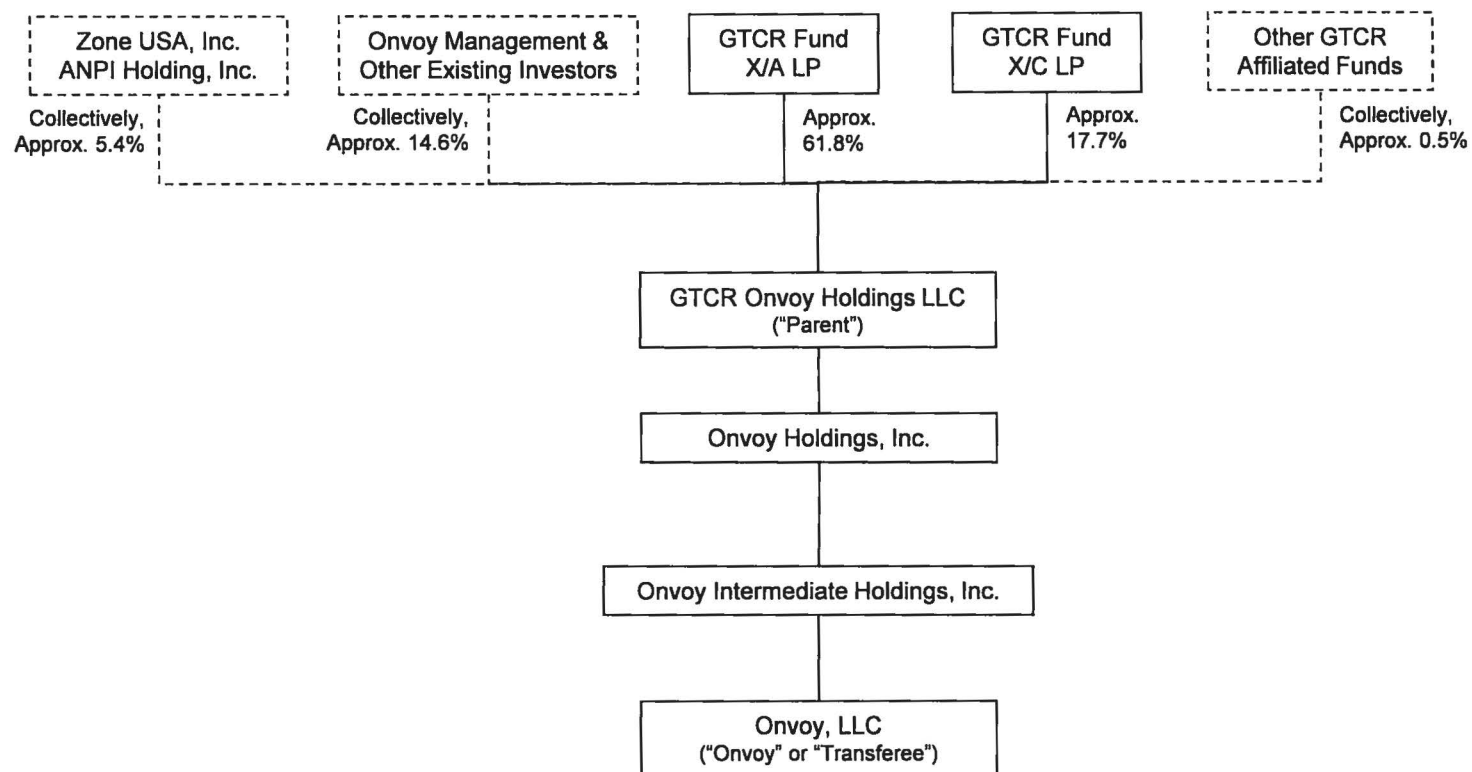
## Post-ANPI Transaction Corporate Ownership Structure of Licensees



Unless indicated all ownership percentages are 100%.



## Post-ANPI Transaction Corporate Ownership Structure of Onvoy



Unless indicated all ownership percentages are 100%.

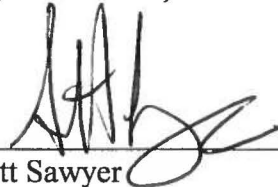
STATE OF RHODE ISLAND

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§  
§


COUNTY OF BRISTOL

**VERIFICATION**

I, Scott Sawyer, state that I am General Counsel of Onvoy, 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.

  
\_\_\_\_\_  
Scott Sawyer  
General Counsel  
Onvoy, LLC

Sworn and subscribed before me this 25<sup>th</sup> day of April, 2016.


  
\_\_\_\_\_  
Notary Public

My commission expires 9/26/16


COMMONWEALTH OF PENNSYLVANIA      §  
   §  
COUNTY OF PHILADELPHIA              §

**VERIFICATION**

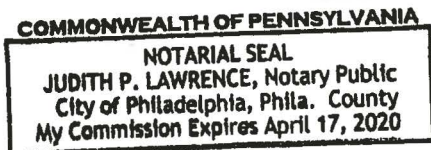
I, Eamon P.M. Egan, state that I am Senior Vice President of ANPI, LLC and ANPI Business, LLC (together, “ANPI-OpCos”) and President of Zone USA, Inc. (together with ANPI-OpCos, the “Companies”); that I am authorized to make this Verification on behalf of the Companies; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Companies are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Eamon P.M. Egan  
Senior Vice President of  
ANPI, LLC  
ANPI Business, LLC  
President of  
Zone USA, Inc.

Sworn and subscribed before me this 20<sup>th</sup> day of April, 2016.

  
\_\_\_\_\_  
Notary Public

My commission expires 4/17/20



STATE OF TEXAS

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COUNTY OF COLLIN

**VERIFICATION**

I, Joseph O'Hara, state that I am Chief Financial Officer of ANPI, LLC and ANPI Business, LLC (together, "ANPI-OpCos") and Assistant Treasurer of Common Point, LLC (together with ANPI-OpCos, the "Companies"); that I am authorized to make this Verification on behalf of the Companies; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Companies are true and correct to the best of my knowledge, information, and belief.



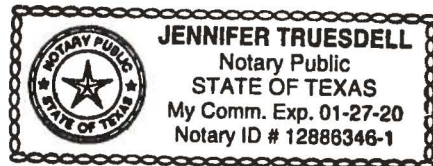
Joseph O'Hara  
Chief Financial Officer of  
ANPI, LLC  
ANPI Business, LLC  
Assistant Treasurer of Common Point, LLC

Sworn and subscribed before me this 22<sup>nd</sup> day of April, 2016.



Notary Public

My commission expires 01-27-2020



STATE OF ILLINOIS  
COUNTY OF MADISON

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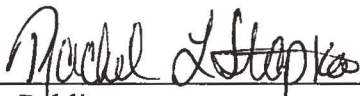
**VERIFICATION**

I, Eric Schmidt, state that I am Chairman of ANPI Holding, Inc. (the "Company"); that that I am authorized to make this Verification on behalf of the Company; that the foregoing filing, insofar as it relates to the Company, 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.



Eric Schmidt  
Chairman  
ANPI Holding, Inc.

Sworn and subscribed before me this 27<sup>nd</sup> day of April, 2016.

  
\_\_\_\_\_  
Notary Public

My commission expires July 7, 2016