

**EXHIBIT C**

**New York Application**

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June 11, 2015

***VIA ELECTRONIC FILING***

Hon. Kathleen H. Burgess, Secretary  
New York Public Service Commission  
Agency Building 3  
Three Empire State Plaza  
Albany, NY 12223-1350

**Re: Joint Petition of Onvoy, LLC, The Broadvox Holding Company, LLC, and Broadvox-CLEC, LLC for Approval (1) of the Transfer of Control of Broadvox CLEC, LLC to Onvoy, LLC, (2) for Onvoy, LLC to Expand Its Financing Arrangements and (3) for Broadvox CLEC, LLC to Participate in the Existing and Future Financing Arrangements of Onvoy, LLC**

Dear Ms. Burgess:

Attached for filing with the Commission is the above-referenced Petition. Also attached is a Method of Service form for The Broadvox Holding Company, LLC and Broadvox-CLEC, LLC.

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the persons listed in the Joint Petition.

Respectfully submitted,



Russell M. Blau  
Brett P. Ferenchak

Counsel to Onvoy, LLC

**BEFORE THE  
NEW YORK PUBLIC SERVICE COMMISSION**

Joint Petition of

**Onvoy, LLC,  
The Broadvox Holding Company, LLC,  
and  
Broadvox-CLEC, LLC**

for Approval (1) of the Transfer of Control of Broadvox CLEC, LLC to Onvoy, LLC, (2) for Onvoy, LLC to Expand Its Financing Arrangements and (3) for Broadvox CLEC, LLC to Participate in the Existing and Future Financing Arrangements of Onvoy, LLC

Matter/Case No. \_\_\_\_\_

**JOINT PETITION**

Onvoy, LLC (“Onvoy”), The Broadvox Holding Company, LLC (“BV-Holding”), and Broadvox-CLEC, LLC (“BV-CLEC”) (collectively, “Petitioners”), by their undersigned representatives and pursuant to New York Public Service Law §§ 100 and 101, and the regulations of the Commission, hereby request Commission approval, to the extent required, (1) to complete the transfer of control of BV-CLEC from BV-Holdings to Onvoy (the “*Broadvox Transaction*”), (2) for Onvoy to expand its financing arrangements up to an aggregate amount of \$75 million, and (3) for BV-CLEC, following completion of the *Broadvox Transaction*, to participate in those financing arrangements.

Petitioners request expedited treatment of this Petition. For important business reasons, the parties must complete the *Broadvox Transaction* by August 9, 2015. Petitioners therefore request that the Commission consider this Petition at its Session scheduled for July 16, 2015, so that the parties can take numerous corporate steps necessary to complete the process within that timeframe.

In support of this Petition, Petitioners provide the following information:

**I. DESCRIPTION OF THE PETITIONERS**

**A. Onvoy, LLC**

Onvoy is a limited liability company organized under the laws of the State of Minnesota whose principal address is 10300 6th Avenue North, Plymouth, Minnesota 55441. Onvoy is a wholly owned, direct subsidiary of Communications Infrastructure Investments, LLC, a Delaware limited liability company ("CII"). CII has no majority owner, but the following entities currently own 10% or more of CII:

GTCR: Currently, funds affiliated with GTCR, LLC own approximately 15.4% of CII. GTCR is a leading private equity firm focused on investing in growth companies in the financial services & technology, healthcare and information services & technology industries.

Oak Investment Partners: Currently, a private equity fund affiliated with Oak Investment Partners owns approximately 15.0% of CII. Oak Investment Partners is a multi-stage venture capital firm whose primary investment focus is on high growth opportunities in clean energy, financial services technology, healthcare, information technology, Internet and consumer industries.

M/C Venture Partners: Currently, funds affiliated with M/C Venture Partners collectively own approximately 13.9% of CII. M/C Venture Partners is a private equity firm that focuses on investments in the communications, IT and media sectors.

Columbia Capital: Currently, funds affiliated with Columbia Capital collectively own approximately 13.9% of CII. Columbia Capital is a venture capital firm that invests in wireless, broadband, media, and enterprise information technology industries.

Charlesbank Capital Partners: Currently, funds affiliated with Charlesbank Capital Partners collectively own nearly 13.0% of CII. Charlesbank Capital Partners is a private equity investment firm.

Onvoy has been providing telecommunications service since 1988. Onvoy provides primarily wholesale local exchange and long distance services, switched access, transit and other services to other carriers. In New York, Onvoy is authorized to operate as a facilities-based provider and reseller of telephone service, with authority to provide local exchange service pursuant to a Certificate of Public Convenience and Necessity ("CPCN") granted in Docket No.

12-00171 on June 12, 2012. Onvoy is also authorized by the FCC to provide domestic and international telecommunications services. Additional information concerning Onvoy's legal, technical, managerial and financial qualifications has recently been submitted to the Commission with Onvoy's certification and is therefore already a matter of public record. Onvoy requests that the Commission take official notice of these existing descriptions of Onvoy's qualifications and incorporate them by reference herein.

**B. The Broadvox Holding Company, LLC and Broadvox-CLEC, LLC**

BV-CLEC is a Delaware limited liability company and currently a direct subsidiary of BV-Holding, a Delaware limited liability company. BV-CLEC and BV-Holding have a principal place of business at 75 Erieview Plaza, Suite 400, Cleveland, Ohio 44114.

BV-CLEC provides access to the public switched telephone network, telephone numbers and other functionalities to its VoIP-provider affiliate, Broadvox, LLC ("BV-LLC").<sup>1</sup> In New York, BV-CLEC is authorized to operate as a facilities-based provider and reseller of telephone service, with authority to provide local exchange service pursuant to the CPCN granted in Matter No. 09-00511. BV-CLEC is also authorized by the FCC to provide domestic and international telecommunications services.

**II. DESIGNATED CONTACTS**

Questions, correspondence or other communications concerning this Petition should be directed to:

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<sup>1</sup> BV-LLC, a Delaware limited liability company, does not provide regulated telecommunications services, but rather provides wholesale VoIP services.

for Onvoy:

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with a copy to:

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with a copy to:

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### **III. DESCRIPTION OF THE BROADVOX TRANSACTION**

Pursuant to a Membership Interest Purchase Agreement between/among BV-Holding and Onvoy, dated as of April 30, 2015 (the “Agreement”), Onvoy will acquire all of the issued and outstanding membership interests in BV-CLEC.<sup>2</sup> As a result, direct ownership and control of BV-CLEC will be transferred from BV-Holding to Onvoy; ultimate ownership and control of BV-CLEC will be transferred to CII. For the Commission’s reference, a chart depicting the pre- and post-*Broadvox Transaction* ownership of BV-CLEC is provided as Exhibit A.

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<sup>2</sup> Pursuant to the Agreement, Onvoy will also acquire all of the issued and outstanding membership interest in Broadvox, LLC (“BV-LLC”). Onvoy is not acquiring any other subsidiaries of BV-Holding as part of the *Broadvox Transaction*.

#### IV. DESCRIPTION OF THE FINANCING ARRANGEMENTS

Onvoy also seeks Commission approval to expand its existing authority for financing arrangements<sup>3</sup> by an additional \$35 million to an aggregate amount of \$75 million. In order to maintain adequate flexibility to respond to market conditions and requirements, to fund some or all of the purchase price for the *Broadvox Transaction*, and to respond to future acquisition and other business opportunities, Onvoy seeks authority for financing arrangements that are consistent with the parameters outlined below, which approval would permit Onvoy, to the extent market conditions may warrant, to modify the specific structure of the current financing in a manner most favorable to Onvoy.

**Aggregate Amount:** Up to \$75 million (the “Aggregate Amount”)

**Borrower:** Onvoy is currently the sole borrower under its existing financing arrangements. In order to maintain flexibility, authorization is sought for Onvoy and (following completion of the *Broadvox Transaction*) BV-CLEC to be borrowers or co-borrowers under amended or future financing arrangements.

**Debt Instruments:** The financing arrangements may include one or more of the following debt instruments: notes or debentures (including notes convertible into equity and private notes that may be exchanged for public notes); conventional credit facilities, such as revolving credit facilities and term loans; letters of credit; and bridge loans; or a combination thereof

**Maturity:** Up to ten (10) years after issuance or amendment depending on the type of facility.

**Interest:** Interest rates will be the market rate for similar financings and will not be determined until the financing arrangement(s) are finalized. Onvoy seeks authorization for indebtedness that, depending on the type of debt securities, facility(ies) or other arrangements, accrues interest at a rate(s) that may be fixed (typically set at signing or closing based on then current market conditions) or floating (consisting of a base rate, which will float with a rate index such as LIBOR or Federal Funds Rate, plus an applicable margin), or a combination of fixed rates and floating rates. To maintain flexibility, authorization is sought for financing arrangements at an interest rate(s) at the then current market conditions.

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<sup>3</sup> On March 17, 2014, the Commission authorized Onvoy to enter into financing arrangements in an aggregate amount of \$40 million with flexibility within that aggregate amount to negotiate particular market-based terms within the range described in its petition. *See* Matter No. 14-00276.

**Security:** Some or all of the financing arrangements will be secured facilities, which will include a grant of a security interest in the assets of Onvoy and its current and future subsidiaries. A portion of the financing arrangements may be unsecured facilities. For the secured facilities, the equity of Onvoy and its current and future subsidiaries may be pledged as additional security. Additionally, Onvoy's current and future subsidiaries may provide a guaranty as security for the full \$75 million in financing arrangements. To the extent Onvoy is not the sole borrower for amended or future financing arrangements, Onvoy may provide a guaranty for such financing arrangements.

**Purpose:** The financing arrangements may be used for acquisitions, including the *Broadvox Transaction*, refinancing of current balance, working capital requirements and other general corporate purposes of the company.

Onvoy therefore requests Commission authorization, to the extent necessary, for Onvoy to increase its financing arrangements up to an aggregate amount of \$75 million and thereby to incur debt, as a borrower, co-borrower or guarantor, and pledge its assets as security for financing arrangements in an aggregate amount of \$75 million materially consistent with the parameters outlined above, which increased amount includes the \$40 million previously authorized by the Commission. In addition, authorization is sought for BV-CLEC, following completion of the *Broadvox Transaction*, to participate in those financing arrangements and thereby to incur debt, as a guarantor, borrower, or co-borrower, and pledge its assets as security for financing arrangements in an aggregate amount of \$75 million materially consistent with the parameters outlined above.

#### V. PUBLIC INTEREST CONSIDERATIONS

Petitioners submit that the *Broadvox Transaction* is in the public interest. The *Broadvox Transaction* will bring together two successful enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Onvoy expects that the *Broadvox Transaction* will enable the companies to better meet the local, national and global needs of enterprises, wholesale buyers, and other customers. Customers of the combined company will benefit from the extensive telecommunications experience and expertise of the combined company. The financial, technical, and managerial resources that Onvoy will bring to BV-CLEC



are expected to enhance the ability of BV-CLEC to compete in the telecommunications marketplace. Further, the existing network of BV-CLEC will enhance the ability of Onvoy to serve its customers.

Moreover, the *Broadvox Transaction* will be conducted in a manner that will be transparent to BV-CLEC 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 *Broadvox 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. Following consummation of the *Broadvox Transaction*, BV-CLEC will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. The only change immediately following closing of the *Broadvox Transaction* from a consumer's perspective is that Onvoy, and ultimately CII, will be the new owners of BV-CLEC.

Approval of the financing arrangements will serve the public interest in promoting competition among telecommunications carriers by providing Onvoy and its subsidiaries with access to greater financial resources that will allow Onvoy to become a more effective competitor to larger incumbent telecommunications providers. Among other things, the increased financing arrangements may be used to fund some or all of the purchase price for the *Broadvox Transaction* and future acquisitions, to support strategic growth initiatives, to provide for ongoing working capital, and for other corporate purposes. The financing arrangements are necessary and appropriate, are consistent with the performance by Onvoy and BV-CLEC of their services to the public, will not impair their ability to perform such services, and will promote their corporate purposes. The financing arrangements will be transparent to the customers of Onvoy and BV-CLEC and will not disrupt service or cause customer confusion or inconvenience.

**VI. CONCLUSION**

For the foregoing reasons, Petitioners submit that the public interest, convenience, and necessity would be furthered by grant of this Petition permitting the *Broadvox Transaction* and the financing arrangements described above.

Respectfully submitted,



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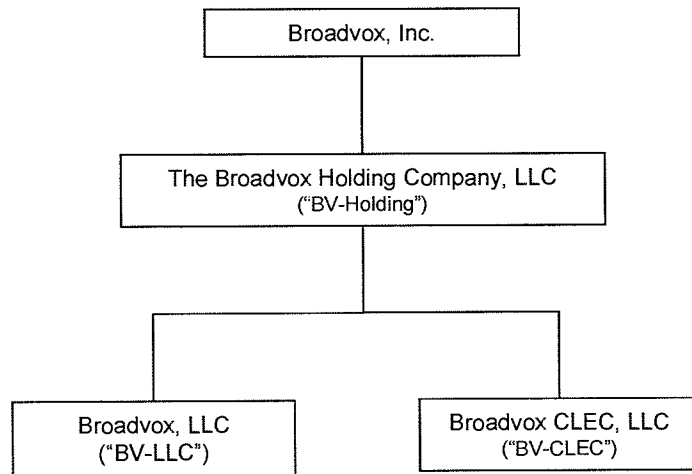
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Dated: June 11, 2015

**EXHIBIT A**

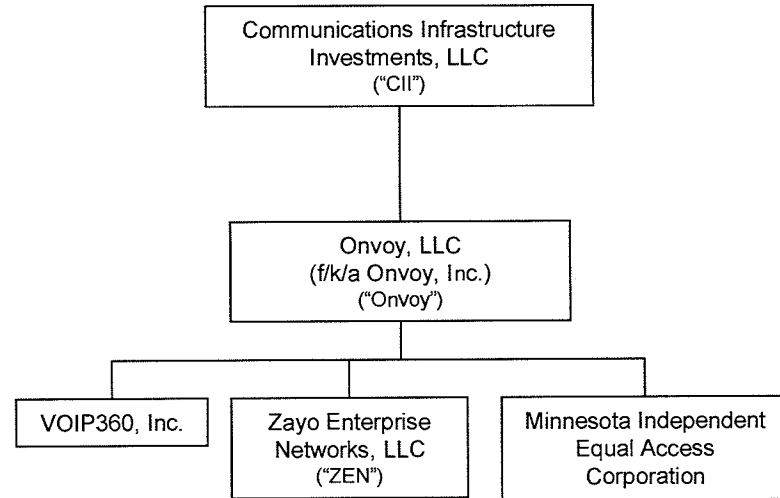
**Pre- and Post-*Broadvox Transaction* Ownership of BV-CLEC**

## Current Corporate Organizational Structure of BV-CLEC & BV-LLC\*



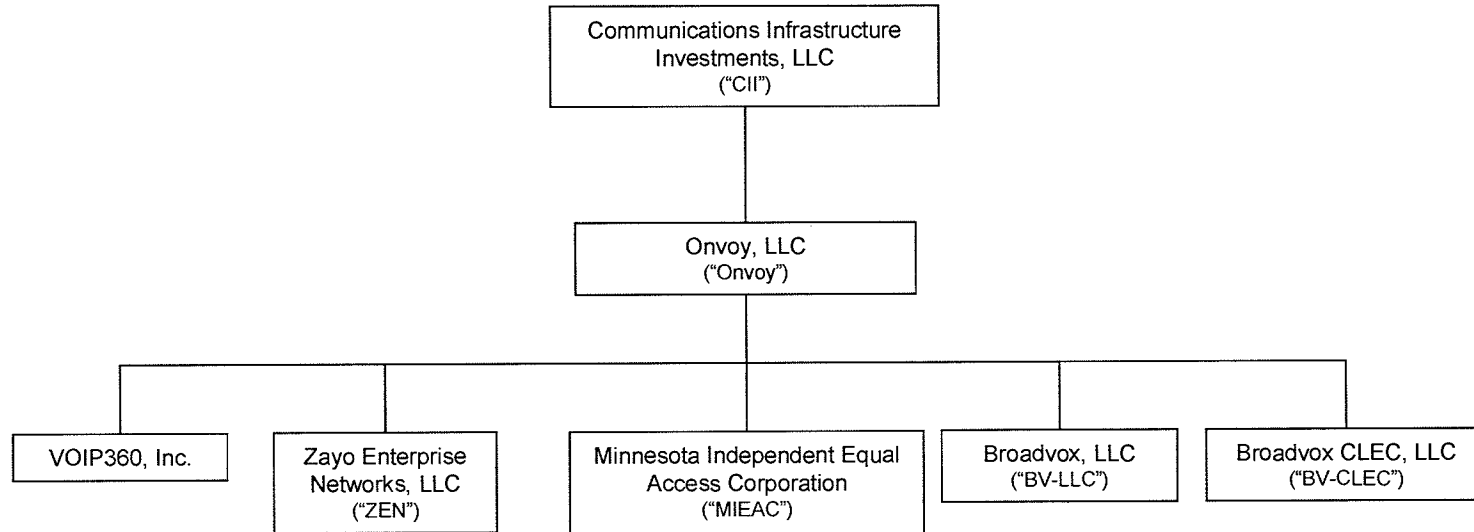
\* The entities listed herein only include BV-CLEC and BV-LLC and their parent companies. The chart excludes affiliates of BV-CLEC and BV-LLC that are not part of the *Broadvox Transaction*.

## Current Corporate Organizational Structure of Onvoy



All ownership percentages are 100%.

## Post-Closing Corporate Organizational Structure of Onvoy, BV-CLEC & BV-LLC



All ownership percentages are 100%.