

# **SUPPLEMENTAL EXHIBIT 2**



# PUBLIC NOTICE

Federal Communications Commission  
445 12<sup>th</sup> St., S.W.  
Washington, D.C. 20554

News Media Information 202 / 418-0500  
Internet: <http://www.fcc.gov>  
TTY: 1-888-835-5322

DA 16-135  
February 5, 2016

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE  
TRANSFER OF CONTROL OF ONVOY, LLC, ZAYO ENTERPRISE NETWORKS, LLC,  
MINNESOTA INDEPENDENT EQUAL ACCESS CORPORATION, BROADVOX-CLEC, LLC,  
AND  
LAYERED COMMUNICATIONS, LLC TO GTCR ONVOY HOLDINGS LLC**

**STREAMLINED PLEADING CYCLE ESTABLISHED**

**WC Docket No. 16-20**

**Comments Due: February 19, 2016**  
**Reply Comments Due: February 26, 2016**

Communications Infrastructure Investments, LLC (CII),<sup>1</sup> Onvoy, LLC (Onvoy), Zayo Enterprise Networks, LLC (ZEN), Minnesota Independent Equal Access Corporation (MIEAC), Broadvox-CLEC, LLC (BV-CLEC), Layered Communications, LLC (Layered), and GTCR Onvoy Holdings LLC (GTCR) (collectively, Applicants) filed an application pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.03 of the Commission's rules, requesting approval to transfer control of CII's operating subsidiaries, Onvoy, ZEN, MIEAC, BV-CLEC, Layered, to GTCR Onvoy Holdings.<sup>2</sup>

Onvoy, a Minnesota limited liability company, provides primarily wholesale local exchange and long distance services, switched access, transit and other services to other carriers and communications providers. Applicants state that Onvoy is authorized to provide intrastate telecommunications services in the District of Columbia and in every U.S. state except Alaska, Arkansas (pending application), Hawaii, Mississippi, Tennessee, and Vermont (pending application). ZEN provides telecommunications services in Colorado, Idaho, Indiana, Michigan, Minnesota, Ohio, Tennessee and Washington. MIEAC provides centralized equal access services in Minnesota and North Dakota. BV-CLEC provides telecommunications services to its affiliate, BV-LLC, pursuant to authorizations to provide competitive local exchange and/or interexchange telecommunications services in the District of Columbia and every U.S. state except Alaska, Delaware, Iowa, and Maine. Layered provides communications services primarily to other providers in California and New York.

<sup>1</sup> CII is a Delaware limited liability company.

<sup>2</sup> See 47 C.F.R. § 63.03; 47 U.S.C. § 214. Applicants also filed applications for the transfer of authorizations associated with international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

GTCR, a Delaware limited liability company, is an investment vehicle created to aggregate the ownership of various investment funds managed by GTCR LLC, a private equity firm. Applicants state that through Fund X/A and Fund X/C, GTCR is affiliated with the following domestic telecommunications services providers: (1) Telecommunications Management, LLC, which, through its subsidiaries Ultra Communications Group LLC and Avenue Broadband Communications LLC provides cable, broadband and interconnected VoIP services to residential and commercial customers in parts of Missouri, Indiana, Mississippi, Louisiana, Arkansas and Texas, (2) Zayo Group, LLC, a bandwidth provider, and (3) Onvoy. GTCR is ultimately held by GTCR Investment X LLC, a Delaware limited liability corporation.<sup>3</sup>

Pursuant to the terms of a Transaction Agreement by and among CII, Onvoy, GTCR, Onvoy Holdings, Inc. a Delaware corporation (Holdings Inc.), Onvoy Intermediate Holdings, Inc., a Delaware corporation, (Parent) and Onvoy Merger Sub LLC (Merger Sub), a Minnesota limited liability company, the parties will complete a series of 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 wholly owned direct subsidiary of Parent. Upon completion of the Onvoy Merger, Onvoy will become a direct, wholly owned subsidiary of Parent. After consummation of the proposed transactions, Parent will be a wholly owned subsidiary of Holdings Inc., which in turn will be wholly owned by GTCR. As a result, Onvoy, ZEN, MIEAC, BV-CLEC, and Layered will be held by GTCR. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under Section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.<sup>4</sup>

Domestic Section 214 Application Filed for the Transfer of Control of Onvoy, LLC, Zayo Enterprise Networks, LLC, Minnesota Independent Equal Access Corporation, Broadvox-CLEC, LLC, and Layered Communications, LLC to GTCR Onvoy Holdings LLC, WC Docket No. 16-20 (filed Jan. 20, 2016).

## GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to Section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before February 19, 2016**, and reply comments **on or before February 26, 2016**. Pursuant to Section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

---

<sup>3</sup> The following U.S. citizens are members of the board of managers of GTCR Investment X LLC: Mark M. Anderson, Craig A. Bondy, Philip A. Canfield, David A. Domini, Constantine S. Mihas, Colin E. Roche, Sean L. Cunningham, and Aaron D. Cohen. A complete description of GTCR's ownership is available in the Application.

<sup>4</sup> 47 C.F.R. § 63.03(b)(2)(i).

Pursuant to Section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

**In addition, e-mail one copy of each pleading to each of the following:**

- 1) Myrva Freeman, Competition Policy Division, Wireline Competition Bureau, [myrva.freeman@fcc.gov](mailto:myrva.freeman@fcc.gov);
- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, [dennis.johnson@fcc.gov](mailto:dennis.johnson@fcc.gov);
- 3) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov);
- 4) David Krech, International Bureau, [david.krech@fcc.gov](mailto:david.krech@fcc.gov);
- 5) Sumita Mukhoty, International Bureau, [sumita.mukhoty@fcc.gov](mailto:sumita.mukhoty@fcc.gov).

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](mailto:fcc504@fcc.gov) or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), 1-888-835-5322 (tty).

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

For further information, please contact Myrva Freeman at (202) 418-1506 or Dennis Johnson at (202) 418-0809.

- FCC -