

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

In the Matter of the Joint Application of Communications Infrastructure Investments, LLC, Transferor; Onvoy, LLC, Broadvox-CLEC, LLC, Licensees; and GTCR Onvoy Holdings LLC, Transferee for Approval to Transfer Control of Onvoy, LLC and Broadvox-CLEC, LLC to GTCR Onvoy Holdings LLC

DOCKET NOS. 16-2515-01 and
16-2546-01

ORDER APPROVING JOINT
APPLICATION

ISSUED: February 25, 2016

This matter is before the Public Service Commission of Utah (Commission) on a joint application filed by Communications Infrastructure Investments, LLC; Onvoy, LLC; Broadvox-CLEC, LLC; and GTCR Onvoy Holdings, LLC (the Applicants). In brief, the Applicants request Commission approval of a transaction that will give GTCR Onvoy Holdings, LLC (Onvoy) approximately 61% ownership of the companies.

On February 11, 2016, in response to a Commission action request, the Division of Public Utilities (Division) recommended that the application be approved. In recommending approval, the Division stated:

The Applicants expect that the transaction will enable the combined entities to better meet the needs of enterprises, wholesale buyers, and other customers. The transaction will help create a stronger competitor by bringing together each organization's respective strengths.

The Commission issued notices of filing, comment period, and hearing on January 19, 2016. The Administrative Law Judge for the Commission held a hearing on February 25, 2016. William Evans and Ruth Hackford-Peer appeared for the Applicants, joined telephonically by Mary Buley, Senior Regulatory Manager for Onvoy. Assistant Attorney General Justin Jetter appeared for the Division, joined by Ron Slusher, utility analyst.

At hearing, the joint application and the Division's written comments were entered into the record, as were the following exhibits:

Applicants' Supplemental Exhibit 1: Domestic and International Section 214 Application to the Federal Communications Commission ("FCC") for approval of the transfer of control of Onvoy, LLC and Broadvox-CLEC, LLC to GTCR Onvoy Holdings, LLC.

Applicants' Supplemental Exhibit 2: Public Notice from the FCC dated February 5, 2016, establishing a streamlined pleading cycle for the Domestic Section 214 Application for authority to transfer control of Onvoy and Broadvox-CLEC to GTCR Onvoy Holdings.

Applicants' Supplemental Exhibit 3: Public Notice from the FCC dated February 12, 2016, establishing a streamlined pleading cycle for the International Section 214 Application for authority to transfer control of Onvoy and Broadvox-CLEC to GTCR Onvoy Holdings.

Applicants' Supplemental Exhibit 4: State of Delaware Public Service Commission Memorandum, dated January 27, 2016, noting that Commission approval is not required for this transaction.

Applicants' Supplemental Exhibit 5: Acknowledgement of the filing from the Georgia Public Service Commission, dated January 27, 2016, and notice that no future Commission action is required.

Ms. Buley testified that there has been no opposition to the Applicants' petition with the FCC for approval of the proposed transaction. Ms. Buley further testified that the Applicants have filed parallel dockets in other states; that the joint applications filed in Colorado, Maryland, Minnesota, and Ohio have been approved; and that Broadvox-CLEC, LLC has been required to file reports and pay fees in Louisiana, but that, otherwise, no state regulatory body or other interested person has objected to the proposed transfer of control.

Mr. Slusher testified on behalf of the Division that the transactions described in the application appear to be in the public interest. No one appeared at the hearing to object to the application.

Pursuant to Utah Admin. Code R746-349-7(A)(3):

If no objection to the proposed transaction is submitted in any filed comments or reply comments, the Commission will presume that approval of the transaction is in the public interest and use the information contained in the application and accompanying documents as evidence to support a Commission order.

There is no objection to the granting of the application. Therefore, under Utah Admin. Code R746-349-7(A)(3) and in light of the comments and testimony of record, the Commission presumes the application to be in the public interest.

ORDER

Given the foregoing, the Commission approves the joint application of Communications Infrastructure Investments, LLC; Onvoy, LLC; Broadvox-CLEC, LLC; and GTCR Onvoy Holdings, LLC. The Commission orders the Applicants to notify the Commission upon completing any transaction that would necessitate amendment to, or cancelation of, an affected Certificate of Public Convenience and Necessity.

DATED at Salt Lake City, Utah, February 25, 2016.

/s/ Jennie T. Jonsson
Administrative Law Judge

DOCKET NOS. 16-2515-01 and 16-2546-01

- 4 -

Approved and confirmed February 25, 2016 as the Report and Order of the Public Service Commission of Utah.

/s/ Thad LeVar, Chair

/s/ David R. Clark, Commissioner

/s/ Jordan A. White, Commissioner

Attest:

/s/ Gary L. Widerburg
Commission Secretary
DW#272042

Notice of Opportunity for Agency Review or Rehearing

Pursuant to Utah Code Ann. §§ 63G-4-301 and 54-7-15, a party may seek agency review or rehearing of this order by filing a request for review or rehearing with the Commission within 30 days after the issuance of the order. Responses to a request for agency review or rehearing must be filed within 15 days of the filing of the request for review or rehearing. If the Commission fails to grant a request for review or rehearing within 20 days after the filing of a request for review or rehearing, it is deemed denied. Judicial review of the Commission's final agency action may be obtained by filing a Petition for Review with the Utah Supreme Court within 30 days after final agency action. Any Petition for Review must comply with the requirements of Utah Code Ann. §§ 63G-4-401, 63G-4-403, and the Utah Rules of Appellate Procedure.

CERTIFICATE OF SERVICE

I CERTIFY that on February 25, 2016, a true and correct copy of the foregoing was served upon the following as indicated below:

By E-Mail:

William J. Evans (bevans@parsonsbehle.com)
Counsel for Joint Applicants

Russell M. Blau (russell.blau@morganlewis.com)
Brett P. Ferenchak (brett.ferenchak@morganlewis.com)
Morgan, Lewis & Bockius LLP

Scott Sawyer (scott.sawyer@onvoy.com)
Onvoy, LLC

Christopher P. Yost (cyost@zayo.com)
Communications Infrastructure Investments, LLC
c/o Zayo Group

Jeffrey Wright (jeffrey.wright@gtr.com)
Stephen Master (stephen.master@gtr.com)
GTCR LLC

Brett N. Anderson (bretta@blackburn-stoll.com)

Vicki Baldwin (vbaldwin@parsonsbehle.com)

Sharon Bertelsen (bertelsens@ballardspahr.com)

Larry Bowman (larry.bowman@charter.com)

Brian W. Burnett (brianburnett@cnmlaw.com)

(cflregulatory@chartercom.com)

Eddie L. Cox (ecox@cut.net)

James Farr (james.farr@centurylink.com)

Amy Gross (agross@tminc.com)

Alan Haslem (ahaslem@mleainc.com)
Ray Hendershot (ray.hendershot@beehive.net)
William Huber (William.huber@questar.com)
Bill Hunt (williamp.hunt@dish.com)
David R. Irvine (Drirvine@aol.com)
Kristin L. Jacobson (Kristin.l.jacobson@sprint.com)
Brock Johansen (bjohansen@emerytelcom.com)
Dawn Kubota (kubotad@ballardspahr.com)
Jasen Lee (jlee@desnews.com)
Kirk Lee (kirk.lee@ftr.com)
Shirley Malouf (srmalouf@stoel.com)
Jennifer H. Martin (jhmartin@stoel.com)
Steve Mecham (sfmecham@gmail.com)
Roger Moffitt (roger.moffitt@att.com)
Gregory Monson (gbmonson@stoel.com)
Sharon Mullin (slmullin@att.com)
Thorvald Nelson (tnelson@hollandhart.com)
Janice Ono (Janice.ono@att.com)
Sheila Page (spage@utah.gov)
Mike Peterson (mpeterson@utahcooperatives.org)
Pam Pittenger (pam.pittenger@ftr.com)

Jenny Prescott (jenny.prescott@allwest.com)

Bruce Rigby (bruce@ucmc-usa.com)

Gary Sackett (gsackett@joneswaldo.com)

Kira Slawson (kiram@blackburn-stoll.com)

Alan L. Smith (alanakaed@aol.com)

Ted D. Smith (tsmithlaw@earthlink.net)

Kendra Thomas (kthomas@kfrservices.com)

Bruce H. Todd (btodd@stratanetworks.com)

Jake Warner (jakew@beehive.net)

James H. Woody (jwoody@union-tel.com)

John Woody (jowood@union-tel.com)

Union Telephone Company

Patricia Schmid (pschmid@utah.gov)

Justin Jetter (jjetter@utah.gov)

Rex Olsen (rolsen@utah.gov)

Utah Assistant Attorneys General

By Hand-Delivery:

Division of Public Utilities
160 East 300 South, 4th Floor
Salt Lake City, Utah 84111

Office of Consumer Services
160 East 300 South, 2nd Floor
Salt Lake City, Utah 84111

Administrative Assistant