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**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

I Joint Application of

**Onvoy, LLC;
Neutral Tandem-Utah, LLC; and
Inteliquent, Inc.**

for Approval to Transfer Indirect Control of
Neutral Tandem-Utah, LLC to Onvoy, LLC

JOINT APPLICATION FOR APPROVAL
TO
TRANSFER INDIRECT CONTROL

Docket No. _____

JOINT APPLICATION

Onvoy, LLC (“Onvoy” or “Transferee”); Neutral Tandem-Utah, LLC (“Neutral Tandem”) and Inteliquent, Inc. (“Inteliquent”) (collectively, “Applicants”), through their undersigned counsel, submit this Application pursuant to Utah Code Ann. §§ 54-4-28 & 54-4-29 and the rules of the Public Service Commission of Utah, including R746-349-7. Applicants request Commission approval, to the extent required, to transfer indirect control of Neutral Tandem to Onvoy (the “*Inteliquent Merger*”).

Applicants submit that the approval requested by this Application is in the public interest and should be granted as soon as possible. The parties are targeting completion of the corporate steps resulting in the transfer of control within approximately 90 days of filing.

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

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”).¹ 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. In Utah, Onvoy is authorized to provide local exchange and interexchange telecommunication services pursuant to Certificate No. 2546 (“Certificate”) granted in Docket No. 11-2546-01. In addition, the following subsidiaries of Onvoy are authorized to provide intrastate telecommunications services in Utah: Broadvox-CLEC, LLC (“BV-CLEC”) is authorized to provide resold and facilities-based/UNE local exchange interexchange telecommunications services pursuant to the Commission Order issued in Docket No. 09-2515-01; and

¹ 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. Upon completion of the *Inteliquent Merger*, the following funds are expected to own 20 percent (20%) or more of Parent: GTCR Fund X/A LP (approximately 70.4%); and GTCR Fund X/C LP (approximately 20.2%).

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.

ANPI Business, LLC (“ANPI-Biz”) is registered as an interexchange reseller.² Onvoy, BV-CLEC and ANPI-Biz are also authorized by the FCC to provide domestic and international telecommunications services.

Additional information concerning the legal, technical, managerial and financial qualifications of Onvoy and its subsidiaries has recently been submitted to the Commission with their filings for various transactions and is therefore already a matter of public record.³ Applicants request that the Commission take official notice of these existing descriptions of Onvoy’s qualifications and incorporate them by reference herein.

B. Neutral Tandem-Utah, LLC and Inteliquent, Inc.

Neutral Tandem, a Delaware limited liability company, is a direct, wholly owned subsidiary of Inteliquent with a principal office at 550 W Adams St, 9th Floor, Chicago, IL 60661. Neutral Tandem and its affiliates provide intrastate telecommunications services throughout the United States. In Utah, Neutral Tandem is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to a CPCN issued in Docket No. 07-2478-01. Inteliquent is authorized by the FCC to provide interstate and international telecommunications services.

² The registration was originally filed in the name of Zone Telecom, Inc., which subsequently converted to a limited liability company known as Zone Telecom, LLC. *See* Docket No. 00-2341-01. In 2013, Zone Telecom, LLC changed its name to ANPI Business, LLC. *See* Docket No. 13-2341-01.

³ *See* In the Matter of the Petition of Broadvox-CLEC, LLC for Authority to Compete as a Telecommunications Corporation and to Offer Public Local Exchange and Interexchange Telecommunications Services, Docket No. 09-2515-01 (Report and Order, Feb. 9, 2010); In the Matter of the Application of Onvoy, Inc. d/b/a Onvoy Voice Services for a Certificate of Public Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange, Access, and Interexchange Telecommunications Services in the State of Utah, Docket No. 11-2546-01 (Report and Order, Jan. 4, 2012).

II. DESIGNATED CONTACTS

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

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III. DESCRIPTION OF THE INTELIGUENT MERGER

Pursuant to the Agreement and Plan of Merger, dated as of November 2, 2016, by and among Onvoy; Onvoy Igloo Merger Sub, Inc. (a wholly owned direct subsidiary of Onvoy created

for purposes of the merger) (“Merger Sub”); and Inteliquent, Onvoy will acquire all of the outstanding equity interest in Inteliquent (the “*Inteliquent Merger*”).⁴ Specifically, Merger Sub will merge with and into Inteliquent, whereupon the separate existence of Merger Sub will cease and Inteliquent will be the surviving corporation. As a result, Inteliquent will become a wholly owned direct subsidiary of Onvoy. Neutral Tandem will remain a direct subsidiary of Inteliquent and, therefore, will become an indirect subsidiary of Onvoy. Diagrams depicting the pre- and post-transaction corporate organization structures are appended hereto as Exhibit A.

The current customers of Neutral Tandem will remain customers of Neutral Tandem immediately following the *Inteliquent Merger*. Accordingly, the *Inteliquent Merger* will be seamless to customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing. Any future changes to the rates, terms and conditions of service will be undertaken pursuant to the customers’ contracts and applicable law. The only immediate change resulting from the *Inteliquent Merger* will be that Neutral Tandem will be ultimately owned by Onvoy.

Onvoy is managerially, technically, and financially well-qualified to complete the *Inteliquent Merger*. As noted above, Onvoy and its subsidiaries currently provide telecommunications services in the District of Columbia and all 50 states, including Utah. For additional detail on the financial and managerial qualifications of Onvoy, please see www.onvoy.com. Neutral Tandem will therefore continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services to consumers in Utah supported by experienced Onvoy management. Neutral Tandem will also be supported by the financial resources of Onvoy.

⁴ The Agreement is available at: <http://ir.inteliquent.com/secfiling.cfm?filingID=1193125-16-757199&CIK=1292653>.

IV. INFORMATION REQUIRED BY R746-349-7

Pursuant to R746-349-7, Applicants provide the following information:

a. identification that it is not an ILEC,

Applicants confirm that none of the Applicants or their affiliates serve as an ILEC in Utah.

b. identification that it seeks approval of the Application pursuant to this rule,

Applicants confirm that they seek approval of the Application pursuant to the informal adjudication process set forth in this rule.

c. a reasonably detailed description of the transaction for which approval is sought,

A reasonably detailed description of the transaction is provided in Section III, above.

d. a copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and

Applicants filed a Domestic and International Section 214 Application with the FCC. A copy of the Domestic Section 214 Application is attached as Exhibit B. In connection with this transaction, Applicants also expect to request approval from the utility regulatory agencies (“PUCs”) in the following jurisdictions: California, Colorado, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Mississippi, New Jersey, New York, Ohio, Pennsylvania, Texas, Virginia, and West Virginia. Due to the voluminous nature of the state filings, most of which contain the same information, Applicants have only attached as Exhibit C a copy of the New York filing requesting approval. Applicants are also required to provide prior notice to the PUCs in the following jurisdictions: Delaware, the District of Columbia, Idaho, Kentucky, Massachusetts, Montana, Nevada, New Mexico, North Carolina, Rhode Island, South Dakota, and Washington. Due to the voluminous and repetitive nature of the notices to be sent to the PUCs, Applicants have not included copies of the notice filings. Applicants will provide any additional filings at the request of the Commission or the parties.

- e. **copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the Application.**

Applicants have not yet received any notices, correspondence or orders from any federal agency or PUC reviewing the transaction. To the extent requested by the Commission, Applicants will forward any orders or similar actions granting or denying the request for transfer of control.

V. **PUBLIC INTEREST CONSIDERATIONS**

Applicants submit that the *Inteliquent Merger* will serve the public interest. The *Inteliquent Merger* will bring together two successful enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. The combined financial, technical, and managerial resources of Onvoy and Inteliquent are expected to enhance the ability of their regulated subsidiaries (BV-CLEC, ANPI-Biz, and Neutral Tandem, collectively the “Licensees”) to compete in the telecommunications marketplace. At the same time, the *Inteliquent Merger* will have no adverse impact on the customers of Neutral Tandem. Immediately following the *Inteliquent Merger*, Neutral Tandem 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 *Inteliquent Merger* will be that that Neutral Tandem’s ownership will change, with Onvoy and ultimately Parent as the new owners. Since the *Inteliquent Merger* will occur at the holding company level with Inteliquent as the entity surviving the merger, it will be completely transparent and seamless from a customer’s perspective.

VI. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Application permitting the *Inteliquent Merger* described above.

Respectfully submitted,

/s/ William J. Evans

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Dated: November 15, 2016