

UTAH PUBLIC
SERVICE COMMISSION

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October 18, 2016

By Express Mail

Gary Widerburg, Commission Administrator
Utah Public Service Commission
Heber M. Wells Building
160 East 300 South
Salt Lake City, UT 84111

**Re: Notification of Indirect Change of Control of AccessLine
Communications Corporation**

Dear Mr. Widerburg:

On behalf of Madison Dearborn Capital Partners VII-A, L.P., Madison Dearborn Capital Partners VII-C, L.P., and Madison Dearborn Capital Partners VII Executive-A, L.P. (collectively, "MDP"), Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P. (together, "Oak Hill"), and AccessLine Communications Corporation, an indirect subsidiary of Oak Hill ("AccessLine," and, together with Oak Hill and MDP, the "Parties"), this letter is to advise the Utah Public Service Commission ("Commission") that the Parties have entered into a transaction (the "Transaction") whereby MDP will acquire from Oak Hill ultimate control of AccessLine, which is an authorized non-dominant provider of telecommunications services in Utah.

The Transaction will not cause any change in the direct ownership or legal structure of AccessLine, nor will it affect the company's daily management or operations. AccessLine will continue to provide high-quality communications services to its customers and there are no plans to implement any changes in rates, terms, or conditions in connection with the Transaction. Accordingly, AccessLine will continue to provide service under existing terms and conditions after the Transaction is consummated.

The Parties understand that no Commission action is required for the Transaction, which is described below. Accordingly, this letter is provided for informational purposes and to ensure the accuracy of the Commission's records. Please date-stamp the additional copy of this letter enclosed herewith and return the date-stamped letter in the enclosed self-addressed envelope.

I. THE PARTIES

A. MDP

The funds constituting MDP are managed by their ultimate general partner, Madison Dearborn Partners, LLC ("MDP LLC"). MDP LLC is a leading private equity investment firm based in Chicago, Illinois. Since MDP LLC's formation in 1992, the firm has raised seven funds with aggregate capital of over \$22 billion and has completed investments in approximately 132

companies. MDP LLC's objective is to invest in companies with outstanding management teams to achieve significant long-term appreciation in equity value. MDP LLC's founders adopted an industry-focused investment approach over 30 years ago, and the firm has six dedicated teams that have long and successful track records of investing in their respective sectors. These sectors include: basic industries, business and government services, consumer, financial and transaction services, health care, and telecom, media and technology services. MDP LLC and its funds do not currently hold an interest in any other telecommunications carrier.

B. Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P.

Oak Hill Capital Partners is a private equity firm managing the Oak Hill funds that are sellers in the Transaction, as well as other funds, with more than \$9 billion of initial capital commitments since inception from leading entrepreneurs, endowments, foundations, corporations, pension funds and global financial institutions.

Most relevant to this Transaction, Oak Hill owns Intermedia Holdings, Inc. ("Intermedia"), the indirect parent of AccessLine. Intermedia, through its operating subsidiaries, is a premier provider of cloud services to small and mid-sized businesses. Delivered from Intermedia's secure datacenters, these services include hosted Microsoft Exchange email, instant messaging, file management, security, backup, and support for a full range of smartphones, tablets, and other devices. Intermedia's proprietary cloud infrastructure assures high reliability, and a certified support team provides 24/7 assistance to customers. Intermedia also empowers thousands of partners—including managed service providers and select Fortune 500 companies—to sell cloud services under their own brand. Founded in 1995, Intermedia was the first company to offer business-class cloud email.

C. AccessLine Communications Corporation

In Utah, AccessLine is an authorized non-dominant provider of telecommunications services. AccessLine is also authorized to provide telecommunications services nationwide. Specifically, AccessLine holds blanket domestic Section 214 authority as well as facilities-based and resold international Section 214 authority from the Federal Communications Commission. In addition to Utah, AccessLine provides regulated intrastate telecommunications services in the following jurisdictions: Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Vermont, Washington, West Virginia, Wisconsin, and Wyoming. Upon consummation of the Transaction, AccessLine will continue to provide the same services to its customers.

II. DESIGNATED CONTACTS

The designated contacts for all correspondence, notices, inquiries, and orders in relation to this notice are:

For Oak Hill and AccessLine

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For MDP

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C, L.P.
Madison Dearborn Capital Partners VII
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III. DESCRIPTION OF THE TRANSACTION

On September 11, 2016, Oak Hill and Intermedia entered into an Agreement and Plan of Merger with newly-formed MDP subsidiaries Ivy Parent Holdings, LLC and Ivy Merger Sub, Inc. (the "Agreement"), pursuant to which MDP will indirectly acquire approximately 98.8% of the voting interests in Intermedia and approximately 86.95% of Intermedia's equity interests.¹ To effectuate the Transaction, Ivy Merger Sub, Inc., will be merged with and into Intermedia, with Intermedia emerging as the surviving entity. When this occurs, MDP LLC will indirectly be Intermedia's controlling shareholder.

¹ The remaining equity and voting interests will be split among various holders, none of whom will hold a 10% or greater equity or voting interest in Intermedia.

For the Commission's reference, pre- and post-Transaction organization charts are provided as Exhibit A.

IV. PUBLIC INTEREST CONSIDERATIONS

The Parties submit that the proposed Transaction will serve the public interest. Under new ownership, AccessLine will continue to provide high-quality telecommunications services to Utah consumers, while gaining access to the additional resources and operational expertise of MDP. With the strong financial backing of MDP, the Transaction will bolster the ability of AccessLine's parent, Intermedia, to provide innovative enterprise services and will give AccessLine the ability to become a stronger competitor, to the ultimate benefit of consumers. The Transaction will not result in a change in carrier, services, rates, terms or conditions for customers, or the assignment of existing Commission authorizations. The Transaction therefore will be seamless and transparent to customers.

Significantly, the pro-competitive and pro-consumer public interest benefits resulting from the Transaction will not be offset by any anti-competitive harm in the telecommunications marketplace. Fundamentally, the Transaction will not result in any market consolidation. As indicated above, MDP LLC and its funds are not providers of telecommunications services, and they do not hold an interest in any entity that provides telecommunications services.

Any questions on this matter may be directed to the undersigned.

Respectfully submitted,



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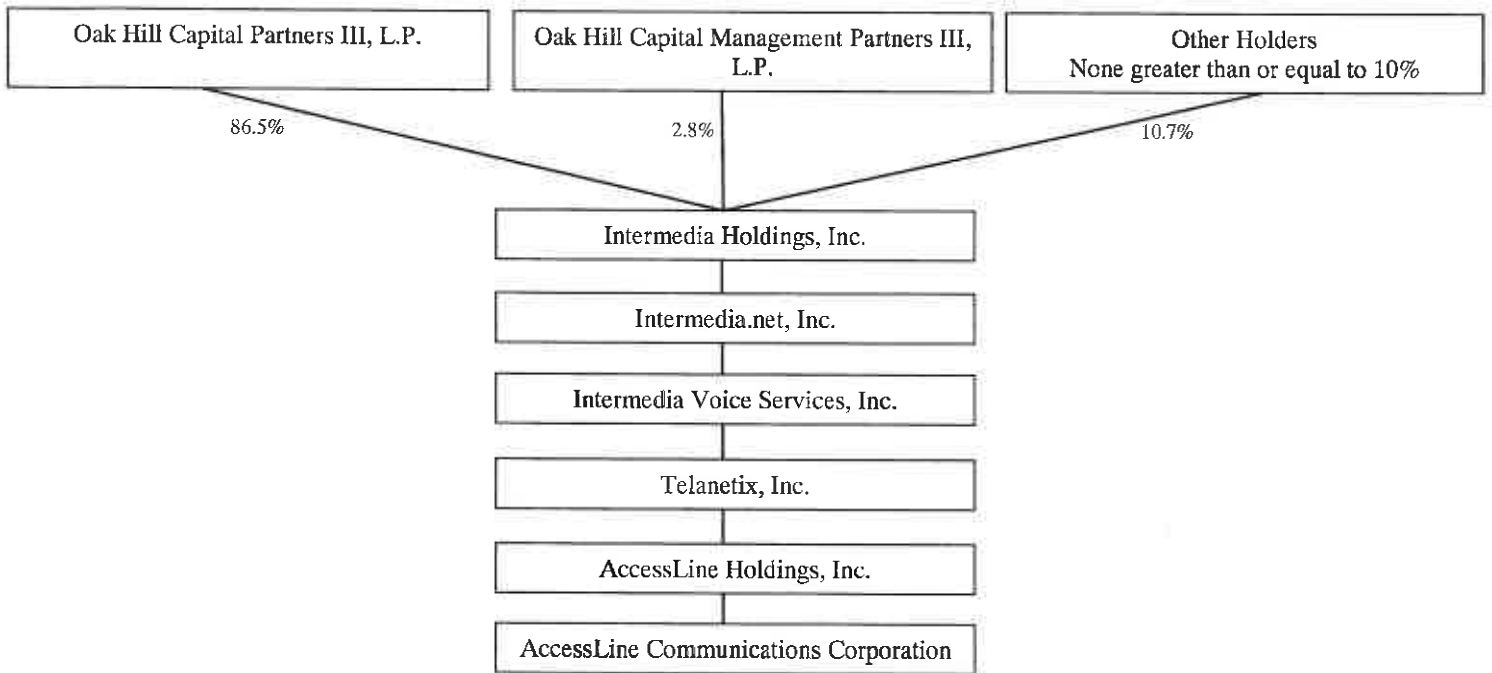
*Oak Hill Capital Management Partners III,
L.P.
AccessLine Communications Corporation*

*VII-A, L.P.
Madison Dearborn Capital Partners
VII-C, L.P.
Madison Dearborn Capital Partners VII
Executive-A, L.P.*

EXHIBIT A

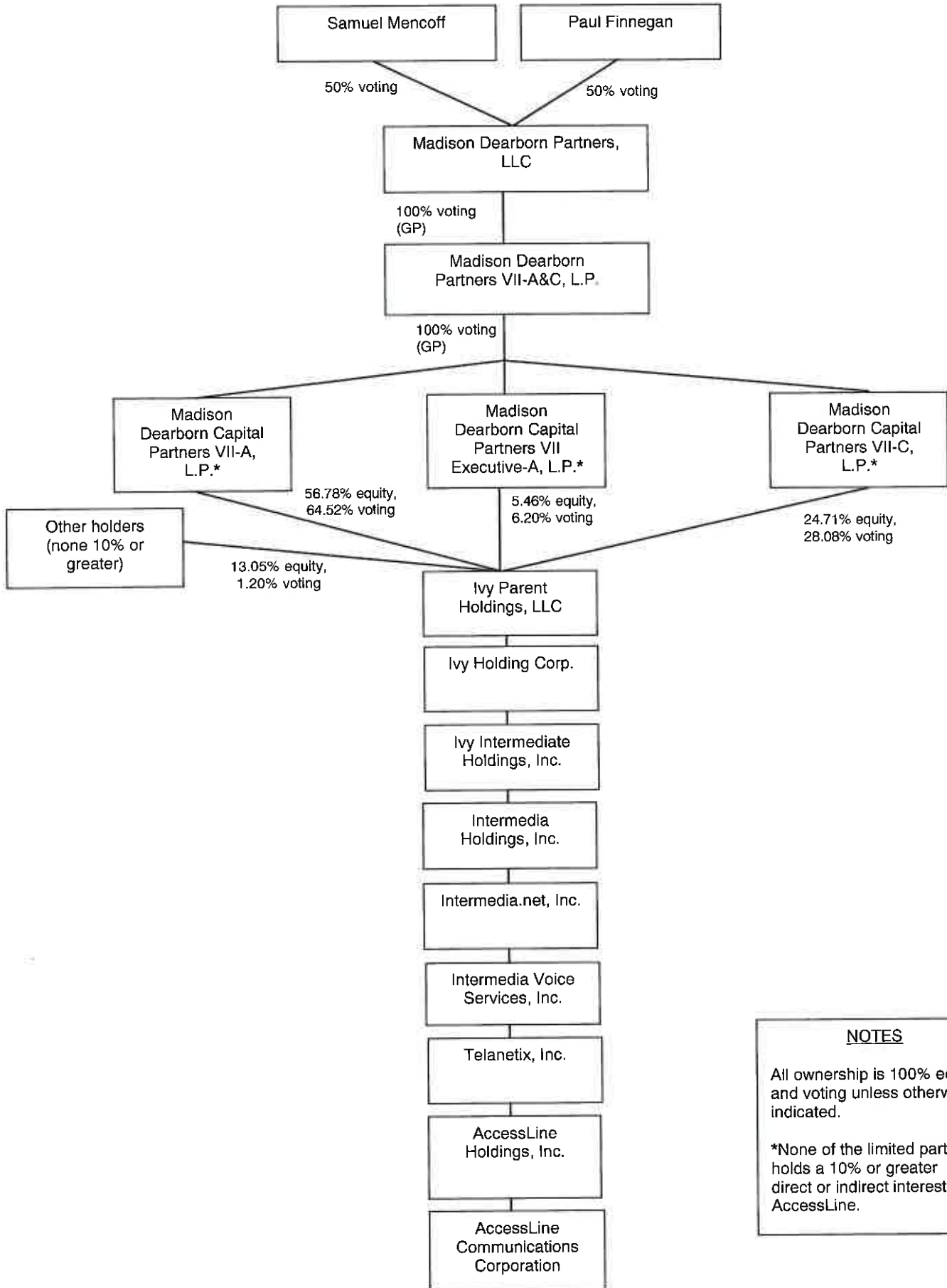
Pre- and Post-Transaction Corporate Ownership Charts

Pre-Transaction Corporate Organizational Chart



* Unless otherwise indicated, ownership is 100%

Post-Transaction Corporate Organizational Chart



NOTES

All ownership is 100% equity and voting unless otherwise indicated.

*None of the limited partners holds a 10% or greater direct or indirect interest in AccessLine.