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**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

In the Matter of the Joint Application of

Onvoy, LLC

and

**The Broadvox Holdings Company LLC and
Broadvox-CLEC, LLC**

For Approval of Transfer of Control of
Broadvox-CLEC, LLC to Onvoy, LLC

JOINT APPLICATION FOR APPROVAL OF
TRANSFER OF CONTROL

Docket No. _____

JOINT APPLICATION

Onvoy, LLC (“Onvoy”), Broadvox, Inc. (“BV-Inc”), The Broadvox Holding Company, LLC (“BV-Holding”) and Broadvox-CLEC, LLC (“BV-CLEC”) (collectively, the “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 complete the transfer of control of BV-CLEC from BV-Holdings to Onvoy (the “*Broadvox Transaction*”).

Applicants request expedited treatment of this Application. For important business reasons, the parties must complete the *Broadvox Transaction* by August 9, 2015. Applicants therefore request that the Commission commence its examination of the proposed transaction as quickly as possible so that Commission review and approval can be completed no later than August 3, 2015, so that the parties can take numerous corporate steps necessary to complete the process within that timeframe.

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

I. DESCRIPTION OF THE APPLICANTS

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.

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 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. 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 other transactions 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”).¹ In Mississippi, 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-UA-102. 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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¹ BV-LLC, a Delaware limited liability company, does not provide regulated telecommunications services, but rather provides wholesale VoIP services.

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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 June 11, 2015 (the “Agreement”), Onvoy will acquire all of the issued and outstanding membership interests in BV-CLEC.² 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.

² 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. 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 will file 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, the District of Columbia, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Nebraska, 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: Idaho, Kentucky, Massachusetts, Mississippi, 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 *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.

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 *Broadvox Transaction* described above.

Respectfully submitted,

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Dated: June 12, 2015

LIST OF EXHIBITS

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

EXHIBIT B FCC Application

EXHIBIT C New York Application

VERIFICATIONS