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FCC Application

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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
The Broadvox Holding Company, LLC,)	
Transferor,)	
Broadvox-CLEC, LLC, Licensee,)	
)	WC Docket No. 15-_____
and)	
)	IB File No. ITC-T/C-2015_____
Onvoy, LLC, Transferee,)	
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission's Rules to Complete a Transfer of)	
Ownership and Control of Broadvox-CLEC, LLC)	
to Onvoy, LLC)	
)	

JOINT APPLICATION

The Broadvox Holdings Company, LLC (“BV-Holding” or “Transferor”), Broadvox-CLEC, LLC (“BV-CLEC” or “Licensee”), and Onvoy, LLC (“Onvoy” or “Transferee”) (collectively, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Commission approval for a Transaction (as defined below) whereby Onvoy will acquire direct ownership and control of Licensee.

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

II. DESCRIPTION OF THE APPLICANTS

A. 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-Holding is a wholly owned direct subsidiary of Broadvox, Inc., an Ohio corporation. Currently, the following persons hold a 10% or greater interest in Broadvox, Inc.:

Name: Andre Temnorod
Address: 75 Erieview Plaza, Ste. 400
Cleveland, OH 44114
Citizenship: U.S.
Principal Business: Individual (Communications)
% Interest: 47.17%

Name: Eugene Blumin
Address: 75 Erieview Plaza, Ste. 400
Cleveland, OH 44114
Citizenship: U.S.
Principal Business: Individual (Communications)
% Interest: 23.59%

Name: Alex Bederman
Address: 8440 E. Washington St., #207
Chagrin Falls, OH 44023
Citizenship: U.S.
Principal Business: Individual (Investment)
% Interest: 23.59%

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 BV-CLEC is authorized to provide telecommunications services in the District of Columbia, and in every state except Alaska, Delaware, Iowa, and Maine. BV-CLEC is authorized by the Commission to provide interstate and international telecommunications services as described below.

¹ BV-LLC, a Delaware limited liability company, does not provide regulated telecommunications services, but rather provides wholesale VoIP services.

B. Onvoy, LLC

Onvoy is a limited liability company organized under the laws of the State of Minnesota. 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 and communications providers. Onvoy is authorized to provide intra-state telecommunications services in the District of Columbia and in every state except Alaska, Arkansas (pending application), Connecticut (pending application), Hawaii, Mississippi, Tennessee, Vermont (pending application), and West Virginia. Onvoy is authorized by the Commission to provide domestic and international telecommunications services as described below.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to a Membership Interest Purchase Agreement between/among BV-Holding and Onvoy, dated as of June 10, 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 Transaction.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

The Broadvox Holding Company, LLC **FRN: 0020262929**
75 Erieview Plaza, Suite 400
Cleveland, Ohio 44114
216-373-4600

Licensee:

Broadvox-CLEC, LLC **FRN: 0018774141**
75 Erieview Plaza, Suite 400
Cleveland, Ohio 44114
216-373-4600

Transferee:

Onvoy, LLC **FRN: 0004323028**
10300 6th Avenue North
Plymouth, Minnesota 55441
800-933-1224

(b) Jurisdiction of Organizations:

Transferor: BV-Holding is a corporation formed under the laws of Delaware.

Licensee: BV-CLEC is a limited liability company formed under the laws of Delaware.

Transferee: Onvoy is a limited liability company formed under the laws of Minnesota.

(c) (Answer to Question 10) Correspondence concerning this Application should be

sent to:

For Transferee:

Russell M. Blau
Brett P. Ferenczak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
russell.blau@morganlewis.com
brett.ferenczak@morganlewis.com

For Transferor and Licensee:

James C. Falvey
Eckert Seamans Cherin & Mellott, LLC
1717 Pennsylvania Avenue, N.W.
12th Floor
Washington, DC 20006
202-659-6655 (tel)
202-659-6699 (fax)
jfalvey@eckertseamans.com

with a copy to:

Scott Sawyer, General Counsel
Onvoy, LLC
10300 6th Avenue North
Plymouth, MN 55441
763-230-4660 (tel)
952-230-4300 (fax)
scott.sawyer@onvoy.com

with a copy to:

Alex Gertsburg, Esq.
EVP - General Counsel
Broadvox, Inc.
75 Erieview Plaza, Suite 400
Cleveland, Ohio 44114
216-373-4811 (tel)
216-373-4812 (fax)
agertsburg@broadvox.com

(d) Section 214 Authorizations

Transferor: BV-Holding does not hold international or domestic Section 214 authority.

Licensee: BV-CLEC holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20090529-00261. BV-CLEC is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Transferee: Onvoy holds international Section 214 authority (1) to provide global resale services granted in IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452) and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada granted in IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).³ Onvoy also is authorized to provide

³ The international Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). See IB File No. ITC-ASG-20070913-00379. Licensee

interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

The following subsidiaries of Onvoy also hold Section 214 authority:

Zayo Enterprise Networks, LLC (“ZEN”) holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20091016-00444. ZEN is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Minnesota Independent Equal Access Corporation (“MIEAC”) holds Section 214 authority to lease transmission facilities to provide centralized equal access (“CEA”) service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

(h) (*Answer to Questions 11 & 12*) The following entities will hold, directly or indirectly, a 10% or greater interest⁴ in Applicants upon completion of the Transaction, as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

Post-Transaction Ownership of Licensee:

The following entity will hold a ten percent (10%) or greater direct interest in **Broadvox-CLEC, LLC**:

Name:	Onvoy, LLC
Address:	10300 6th Avenue North Plymouth, Minnesota 55441
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100%

recently converted from a Minnesota corporation to a Minnesota limited liability company resulting in the *pro forma* assignment of the authorizations. See IB File No. ITC-ASG- 20140408-00120.

⁴ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Current and Post-Transaction Ownership of Onvoy:

The following entity holds a ten percent (10%) or greater direct interest in **Onvoy, LLC**:

Name: Communications Infrastructure Investments, LLC (“CII”)
Address: 1805 29th Street
Boulder, CO 80301
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in Onvoy)

Current and Post-Transaction Ownership of CII:

Name: Oak Investment Partners XII, Limited Partnership (“Oak Investment XII”)
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 12.34% (directly in CII)

Name: Oak Associates XII, LLC (“Oak Associates”)
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 12.34% (indirectly as general partner of Oak Investment XII)

The following individuals are the executive managing members of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano
Edward F. Glassmeyer
Ann H. Lamont
Fredric W. Harman

To Transferee’s knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or more interest in CII through Oak Investments XII.

Name: M/C Venture Partners VI, L.P. ("MCVP VI")
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investments
% Interest: 10.83% (directly in CII)

Name: M/C VP VI, L.P.
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.83% (indirectly as the general partner of MCVP VI)

Name: M/C Venture Partners, LLC
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.83% (indirectly as the general partner of M/C VP VI, L.P.)

The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC:

James F. Wade
David D. Croll
Matthew J. Rubins
John W. Watkins
John Van Hooser

Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a 0.34% direct interest in CII.

To Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or more interest in CII through MVCP VI.

Name: Columbia Capital Equity Partners IV, L.P. ("Columbia Capital IV")
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investments
% Interest: 11. 10% (indirectly in CII as the general partner of Columbia Capital Equity Partners IV (QP), L.P. (9.88% direct in-

terest in CII) and Columbia Capital Equity Partners IV (QPCO), L.P. (1.22% direct interest in CII))

Name: Columbia Capital IV, LLC
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 11.17% (indirectly in CII as the general partner of (i) Columbia Capital Equity Partners IV, L.P. and (ii) of Columbia Capital Employee Investors IV, L.P. (0.08% direct interest in CII))

The following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens, and can be reached through Columbia Capital IV, LLC:

James B. Fleming, Jr.
R. Philip Herget, III
Harry F. Hopper III

These individuals also have indirect control of other entities that have, in the aggregate, a 0.24% direct interest in CII.

To Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Charlesbank Equity Fund VI GP, Limited Partnership ("Charlesbank VI GP")
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.80% (indirectly in CII as the general partner of the following funds that have direct ownership interests in CII (i) Charlesbank Equity Fund VI, Limited Partnership, (ii) CB Offshore Equity Fund VI, (iii) Charlesbank Equity Coinvestment Fund VI, LP, and (iv) Charlesbank Equity Coinvestment Partners, LP)

Name: Charlesbank Capital Partners, LLC
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.80% (indirectly in CII as the general partner of Charlesbank VI GP)

Charlesbank Capital Partners, LLC is owned by its nine (9) managing members who are all U.S. citizens, and can be reached through Charlesbank Capital Partners, LLC:

Michael Eisenson
Tim Palmer
Kim Davis
Mark Rosen
Michael Choe
Brandon White
Jon Biotti
Andrew Janower
Michael Thonis

To Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Charlesbank VI GP.

Name: GTCR Fund X/A LP
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S.
Principal Business: Investments
% Interest: 10.15% (directly in CII)

Name: GTCR Partners X/A&C LP
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S.
Principal Business: Investments
% Interest: 13.05% (indirectly in CII as the general partner of (i) GTCR Fund X/A LP, and (ii) GTCR Fund X/C LP (2.90% direct interest in CII))

Name: GTCR Investment X LLC
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S.
Principal Business: Investments
% Interest: 13.14% (indirectly in CII as the general partner of
(i) GTCR Partners X/A&C LP, and (ii) GTCR Fund
X LP (0.90% direct interest in CII))

The following individuals are members of the board of managers of GTCR Investment X LLC, are all U.S. citizens, and can be reached through GTCR Investment X LLC:

Mark M. Anderson
Craig A. Bondy
Philip A. Canfield
David A. Donnini
David S. Katz
Constantine S. Mihas
Collin E. Roche
Sean L. Cunningham
Aaron D. Cohen

To Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through GTCR Fund X/A LP, GTCR Partners X/A&C LP or GTCR Investment X LLC.

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Onvoy through CII.

Except for its subsidiary, ZEN, which has the same officers and directors as Onvoy, Onvoy does not have any interlocking directorates with a foreign carrier. ZEN is a non-dominant foreign carrier in Canada. In addition, Onvoy also holds a Reseller Registration in Canada and thus is a non-dominant foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is a non-dominant foreign carrier in Canada. Transferee is also currently affiliated within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with ZEN, which is a non-dominant foreign carrier in Canada by virtue of its Reseller Registration and Basic International Telecommunications Services ("BITS") License. Upon completion of the Transactions, Onvoy will also be

affiliated with BV-LLC, which is a non-dominant foreign carrier in Canada by virtue of its Reseller Registration and BITS License. Similarly, Licensee will be affiliated with Onvoy, ZEN, and BV-LLC, a current affiliate of BV-CLEC.

(j) (Answer to Question 15) Transferee certifies that, through its acquisition of control of Licensee, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States. However, Transferee certifies that it is a non-dominant foreign carrier and also is affiliated with a non-dominant foreign carrier as described in (i) above. Upon completion of the Transaction, Transferee and Licensee will be affiliated with multiple non-dominant foreign carriers, as described in (i) above.

(k) Transferee certifies that Canada is a Member of the World Trade Organization (“WTO”). Onvoy, ZEN and BV-LLC are not on the Commission’s List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

(l) Transferee may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where it has a foreign carrier affiliation. As demonstrated above and because Onvoy, ZEN and BV-LLC have less than 50 percent market share in the international transport and the local access markets on the foreign end of the route, Transferee should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(3).

(m) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules, 47 C.F.R. § 63.10(a)(1,3), because it is a non-dominant foreign carrier and is affiliated with non-dominant foreign carriers in a country that is a Member of the WTO.

(n) Transferee and Licensee certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. § 63.12(a)-(b). Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee is not a foreign carrier itself and otherwise qualifies for a presumption of non-dominance under Section 63.10(a)(3) for the reasons detailed in response to paragraphs (k), (l) and (m) above.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of Licensee to Onvoy in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) Licensee provides access to the public switched telephone network, telephone number and other functionalities to its VoIP-provider affiliate, BV-LLC. Licensee provides such services pursuant authorizations to provide competitive local exchange and/or interexchange telecommunications services in the District of Columbia and in every state except Alaska, Delaware, Iowa, and Maine.

(ii) Onvoy provides or is authorized to provide competitive local exchange and/or interexchange telecommunications services in the District of Columbia and in every state except Alaska, Arkansas (pending application), Connecticut (pending application), Hawaii, Mississippi, Tennessee, Vermont (pending application), and West Virginia. 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.

(iii) Through MCVP VI and its affiliates, to Transferee's knowledge, Transferee is currently affiliated with PRWireless, Inc., a fixed wireless provider.

(v) Through Columbia Capital IV, to its knowledge, Transferee is currently affiliated with the following domestic telecommunications services providers: (1) AB license Co LLC, a wireless license holder, (2) Cleveland Unlimited, LLC, a wireless license holder, (3) Coral Wireless Licenses, LLC and Coral Wireless, LLC, wireless license holders, (4) Dominion 700, Inc., a wireless license holder, (5) PRWireless, Inc. and PRWireless, LLC, wireless license holders, (6) Triad 700, LLC, a wireless license holder, and (7) Zayo Group, LLC, a bandwidth provider.

(vi) Through GTCR, to its knowledge, Transferee is currently affiliated with the following domestic telecommunications services providers: (1) Telecommunications Man-

agement, LLC, a cable and broadband provider, and (2) Zayo Group, LLC, a bandwidth provider.

(vii) Through Oak Investment XII, to its knowledge, Transferee is currently affiliated with Zayo Group, LLC.

(viii) Through Charlesbank VI, to its knowledge, Transferee is currently affiliated with Zayo Group, LLC

(ix) To Transferee's knowledge, Transferee is not affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, Transferee (and its Affiliates (as defined in the Act)) will have a market share in the interstate, interexchange market of less than 10 percent, and Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Other than its section 214 authorizations described in this Application, Licensee does not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this Transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) Applicants submit that the transaction is in the public interest. The 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 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 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 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 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 transaction from a consumer's perspective is that Onvoy, and ultimately CII, will be the new owners of BV-CLEC.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the direct transfer of ownership and control of Broadvox-CLEC, LLC to Onvoy, LLC.

Respectfully submitted,

/s/ Alex Gertsburg

Alex Gertsburg, Esq.
EVP - General Counsel
Broadvox, Inc.
75 Erieview Plaza, Suite 400
Cleveland, Ohio 44114
216-373-4811 (tel)
216-373-4812 (fax)
agertsburg@broadvox.com

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

Dated: June 11, 2015

/s/ Brett P. Ferenchak

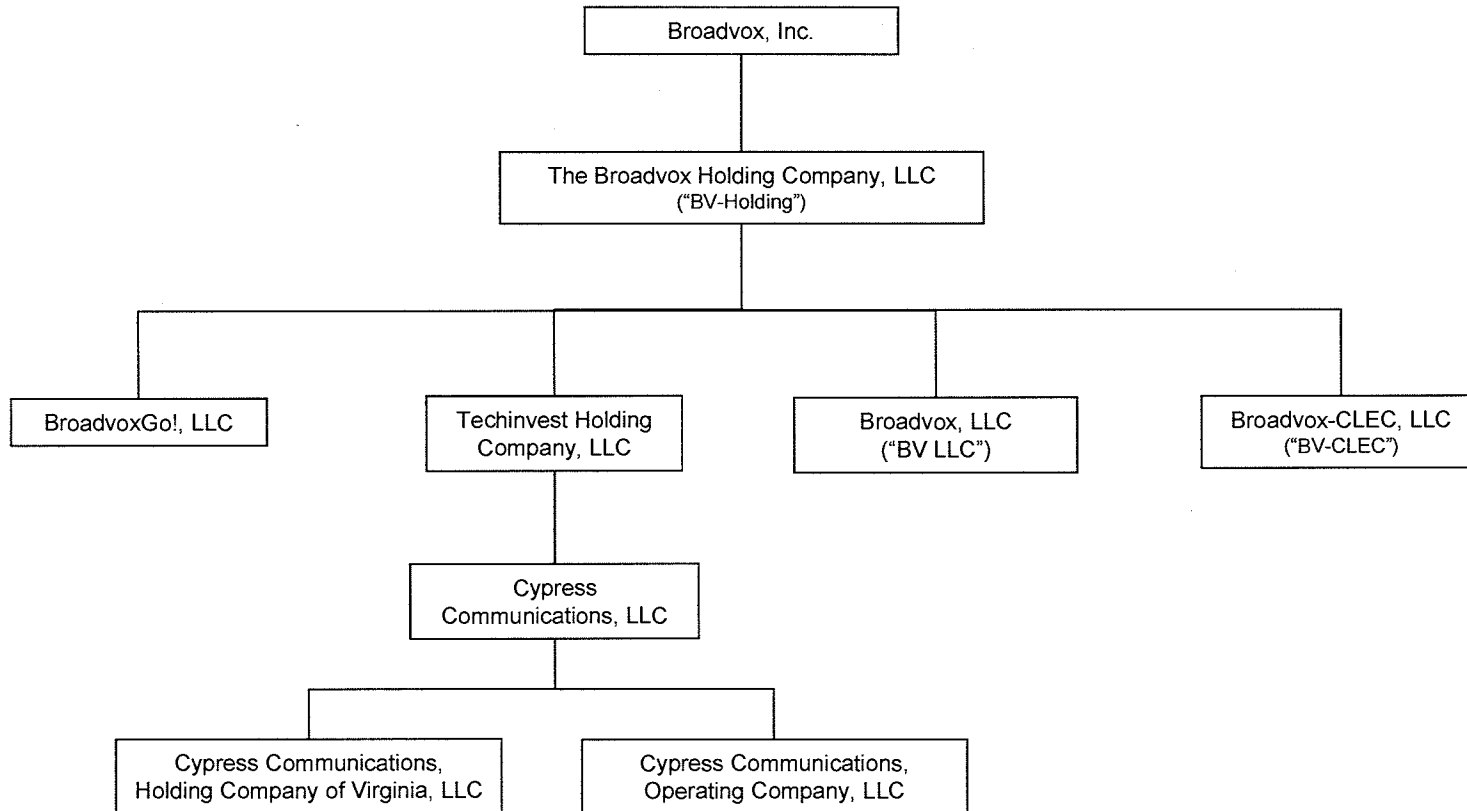
Russell M. Blau
Brett P. Ferenchak
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202-373-6001 (Fax)
russell.blau@morganlewis.com
brett.ferenchak@morganlewis.com

Counsel for Onvoy, LLC

EXHIBIT A

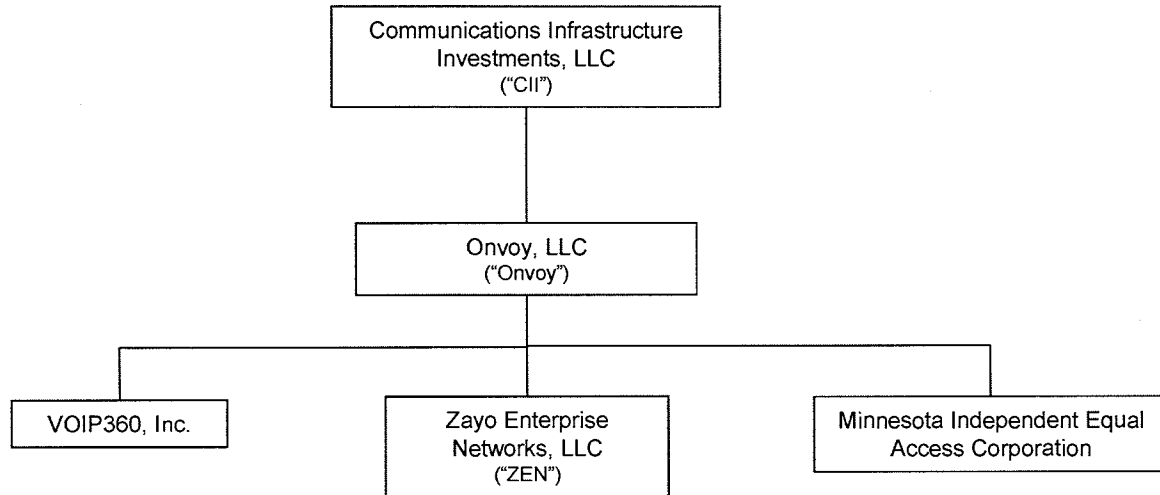
Diagrams of the Pre- and Post-Transaction Corporate Organization Structures

Current Corporate Organizational Structure of BV-CLEC & BV-LLC



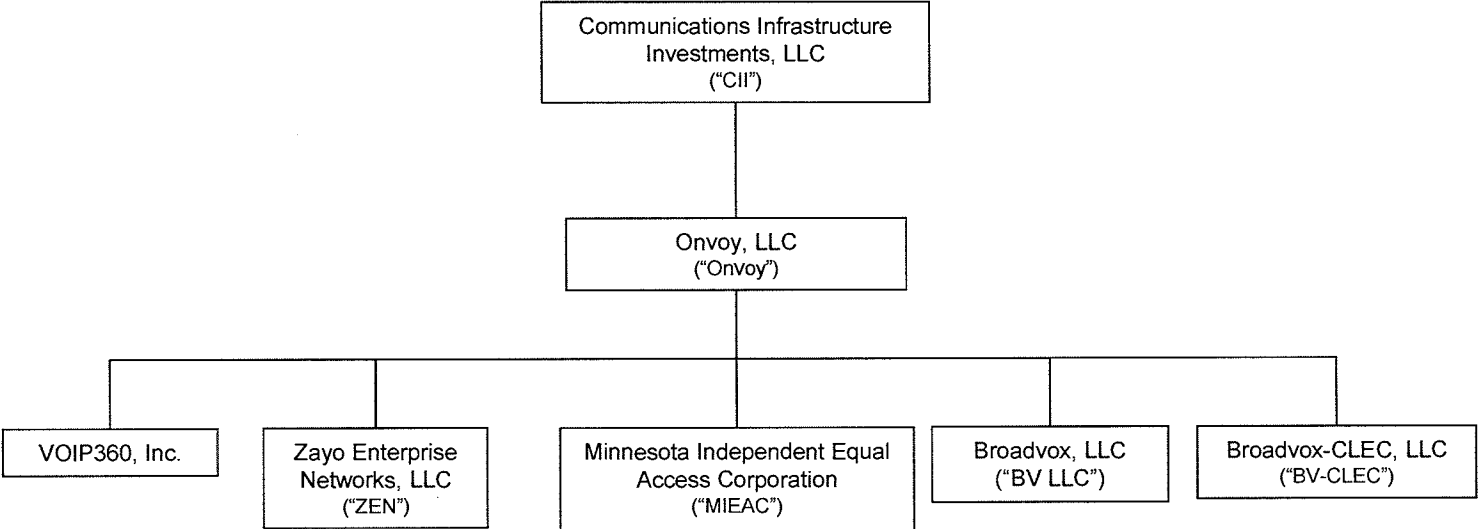
All ownership percentages are 100%.

Current Corporate Organizational Structure of Onvoy



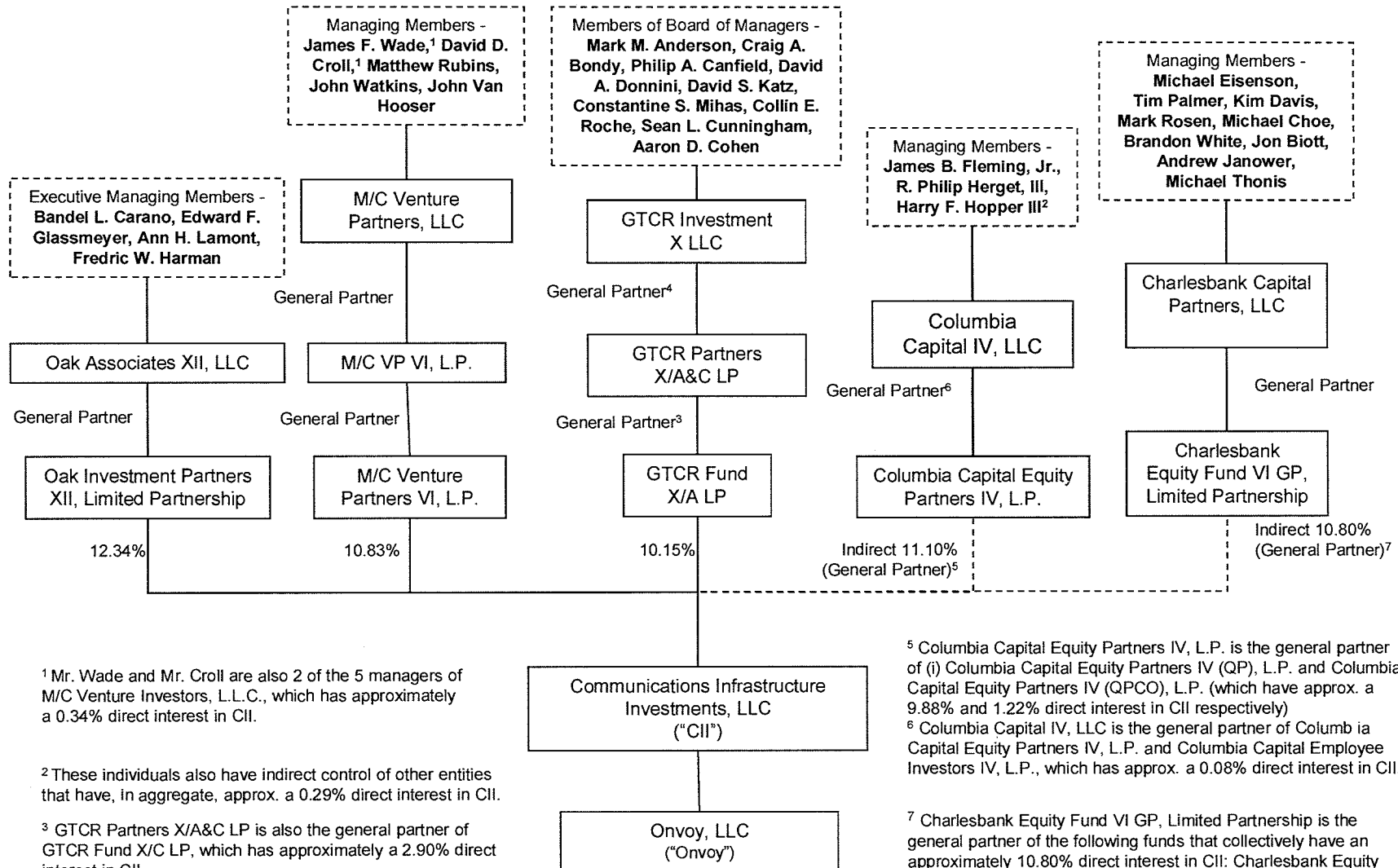
All ownership percentages are 100%.

Post-Closing Corporate Organizational Structure of Onvoy, BV-CLEC & BV-LLC



All ownership percentages are 100%.

Current & Post-Closing Corporate Organizational Structure of CII



¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has approximately a 0.34% direct interest in CII.

² These individuals also have indirect control of other entities that have, in aggregate, approx. a 0.29% direct interest in CII.

³ GTCR Partners X/A&C LP is also the general partner of GTCR Fund X/C LP, which has approximately a 2.90% direct interest in CII.

⁴ GTCR Investment X LLC is also the general partner of GTCR Fund X LP, which has approx. a 0.09% direct interest in CII.

⁵ Columbia Capital Equity Partners IV, L.P. is the general partner of (i) Columbia Capital Equity Partners IV (QP), L.P. and Columbia Capital Equity Partners IV (QPCO), L.P. (which have approx. a 9.88% and 1.22% direct interest in CII respectively)

⁶ Columbia Capital IV, LLC is the general partner of Columbia Capital Equity Partners IV, L.P. and Columbia Capital Employee Investors IV, L.P., which has approx. a 0.08% direct interest in CII.

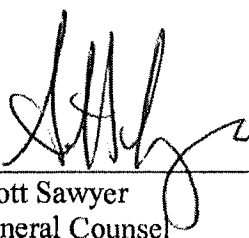
⁷ Charlesbank Equity Fund VI GP, Limited Partnership is the general partner of the following funds that collectively have an approximately 10.80% direct interest in CII: Charlesbank Equity Fund VI, Limited Partnership; CB Offshore Equity Fund VI; Charlesbank Equity Coinvestment Fund VI, LP; and Charlesbank Equity Coinvestment Partners, LP.

Verifications

VERIFICATION

I, Scott Sawyer, state that I am General Counsel of Onvoy, LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 11th day of ~~May~~^{June} 2015.



Scott Sawyer
General Counsel
Onvoy, LLC