

William J. Evans (5276)  
PARSONS BEHLE & LATIMER  
One Utah Center  
201 South Main Street, Suite 1800  
Salt Lake City, UT 84111  
Tel: (801) 532-1234  
Fax: (801) 536-6111  
[bevans@parsonsbehle.com](mailto:bevans@parsonsbehle.com)

Counsel for Joint Applicants

---

**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 of Control of  
Onvoy, LLC and Broadvox-CLEC, LLC to  
GTCR Onvoy Holdings LLC

JOINT APPLICATION FOR APPROVAL  
OF  
TRANSFER OF CONTROL

Docket No. \_\_\_\_\_

---

**JOINT APPLICATION**

Communications Infrastructure Investments, LLC (“CII” or “Transferor”), Onvoy, LLC (“Onvoy”), Broadvox-CLEC, LLC (“BV-CLEC,” and together with Onvoy, “Licensees”), and GTCR Onvoy Holdings LLC (“Transferee”) (collectively, the “Applicants”), through their under-signed 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 the Licensees to Transferee (the “*GTCR Transaction*”).

Applicants submit that the approval requested by this Application is in the public interest and should be granted on an expedited basis. For important business reasons, the parties are targeting completion of the corporate steps resulting in the *GTCR Transaction* within approximately 90 days of signing and no later than March 31, 2016. 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 March 23, 2016, so that the parties can take numerous corporate steps necessary to complete the *GTCR Transaction* within that timeframe.

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

**I. DESCRIPTION OF THE APPLICANTS**

**A. Communications Infrastructure Investments, LLC**

CII is a Delaware limited liability company with a principal office at 1805 29th Street, Boulder, Colorado 80301. CII was formed in 2007 to acquire and support long-term development of fiber-based bandwidth, solutions-oriented businesses. Through its subsidiaries, CII acquired indirect ownership and control of Onvoy in 2007. Following various *pro forma* reorganizations, Onvoy became a direct subsidiary of CII in 2014.<sup>1</sup> CII has no majority owner, but certain entities, including an affiliate of Transferee, own 10% or more of CII.

**B. Onvoy, LLC and Broadvox-CLEC, LLC**

Onvoy is a Minnesota limited liability company with a principal office at 10300 6th Avenue North, Plymouth, Minnesota 55441. Onvoy is currently a direct, wholly owned subsidiary of

---

<sup>1</sup> See Docket No. 14-2546-01.

CII. 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 is authorized to provide intrastate telecommunications services in the District of Columbia and in every U.S. state except Alaska, Arkansas (application pending), Hawaii, Mississippi, Tennessee and Vermont (application pending). In Utah, Onvoy is authorized to provide local exchange and interexchange telecommunication services pursuant to Certificate No. 2546 granted in Docket No. 11-2546-01. Onvoy is also authorized by the FCC to provide domestic and international telecommunications services.

BV-CLEC is a Delaware limited liability company with a principal office at 75 Erieview Plaza, Suite 400, Cleveland, Ohio 44114. BV-CLEC is a direct, wholly owned subsidiary of Onvoy. BV-CLEC provides access to the public switched telephone network, telephone numbers and other functionalities to its VoIP-provider affiliate, Broadvox, LLC.<sup>2</sup> BV-CLEC is authorized to provide intrastate telecommunications services in the District of Columbia, and in every U.S. state except Alaska, Delaware, Iowa and Maine. In Utah, BV-CLEC is authorized to provide local exchange and interexchange telecommunication services pursuant to Certificate No. 2515 granted in Docket No. 09-2515-01. BV-CLEC is also authorized by the FCC to provide domestic and international telecommunications services.

Additional information concerning Licensees' legal, technical, managerial and financial qualifications has recently been submitted to the Commission with their filings for certification and various transactions and is therefore already a matter of public record.<sup>3</sup> Licensees request that

---

<sup>2</sup> Broadvox, LLC, a Delaware limited liability company, does not provide regulated telecommunications services, but rather provides wholesale VoIP services.

<sup>3</sup> 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-

the Commission take official notice of these existing descriptions of Licensees' qualifications and incorporate them by reference herein.

**C. Transferee**

Transferee is a Delaware limited liability company with its principal executive office at 300 N. LaSalle Street, Suite 5600, Chicago, Illinois 60654. Transferee 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. The following fund is expected to own a majority of Transferee: GTCR Fund X/A LP (approximately 61.21%).

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.

**II. DESIGNATED CONTACTS**

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

William J. Evans (5276)  
Parsons Behle & Latimer  
One Utah Center  
201 South Main Street, Suite 1800  
Salt Lake City, UT 84111  
801-532-1234 (tel)  
801-536-6111 (fax)  
bevans@parsonsbehle.com

---

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).

With a copy for Applicants to:

Russell M. Blau  
Brett P. Ferenchak  
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.ferenchak@morganlewis.com

With a copy for CII to:

Christopher P. Yost  
Communications Infrastructure Invest-  
ments, LLC  
c/o Zayo Group  
1805 29th Street  
Boulder, CO 80301  
cyost@zayo.com

With a copy for Licensees to

Scott Sawyer, General Counsel  
Onvoy, LLC  
218 Nayatt Rd.  
Barrington, RI 02806  
scott.sawyer@onvoy.com

With a copy for Transferee to:

Jeffrey Wright  
Stephen Master  
c/o GTCR LLC  
300 North LaSalle Street, Suite 5600  
Chicago, IL 60654  
312-382-2209 (tel)  
jeffrey.wright@gocr.com  
stephen.master@gocr.com

### **III. DESCRIPTION OF THE GTCR TRANSACTION**

Pursuant to the Transaction Agreement by and among CII, Onvoy, Transferee, Onvoy Holdings, Inc., a Delaware corporation (“Holdings Inc.”), Onvoy Intermediate Holdings, Inc., a Delaware corporation (“Parent”), and Onvoy Merger Sub LLC, a Minnesota limited liability company (“Merger Sub”),<sup>4</sup> dated as of December 31, 2015, the parties will complete a series of transactions (the “Transactions”), including the merger of Merger Sub with and into Onvoy, with Onvoy being the surviving entity (the “Onvoy Merger”). Immediately prior to the Onvoy Merger, Merger Sub will be a direct, wholly owned subsidiary of Parent. Upon completion of the Onvoy Merger, Onvoy will become a direct, wholly owned subsidiary of Parent. Upon completion of the Transactions, Parent will be a direct, wholly owned subsidiary of Holdings Inc., which in turn will be a direct, wholly owned subsidiary of Transferee.

---

<sup>4</sup> Holdings Inc., Parent and Merger Sub were formed for purposes of the Transactions.

For the Commission's reference, a chart depicting the pre- and post-Transactions ownership of Licensees is provided as Exhibit A.

#### **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 Section 214 Application will be provided upon filing with the FCC. In connection with this transaction, Applicants also expect to request approval from the utility regulatory agencies ("PUCs") in the following jurisdictions: California, Colorado, Delaware, the District of Columbia, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Mississippi, 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 B a copy of the New York filing requesting approval. Applicants are also required to provide prior notice to the PUCs in the following jurisdictions: Connecticut, 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 *GTCR Transaction* is in the public interest. Licensees will continue to be managed and operated by the same officers and personnel, but will be supplemented by management of Transferee and GTCR LLC. Further, Licensees may have access to additional financial resources through their relationship with Transferee and GTCR LLC, enabling them to better meet the needs of their customers and thus better compete in the telecommunications marketplace. At the same time, the Transactions will have no adverse impact on the customers of Licensees. Immediately following the Transactions, Licensees 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 Transactions from a customer's perspective will be that that Licensees' ownership will change, with Transferee being their ultimate owner.

**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 *GTCR Transaction* described above.

Dated this 14<sup>th</sup> day of January, 2016

/s/ William J. Evans

William J. Evans (5276)  
PARSONS BEHLE & LATIMER  
One Utah Center  
201 South Main Street, Suite 1800  
Salt Lake City, UT 84111  
Tel: (801) 532-1234  
Fax: (801) 536-6111  
bevans@parsonsbehle.com  
Counsel for Joint Applicants



## **LIST OF EXHIBITS**

EXHIBIT A      Diagrams of the Pre- and Post-Transactions Corporate Organization Structures

EXHIBIT B      New York Application

VERIFICATIONS