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Via E-mail

Utah Public Service Commission
Herbert M. Wells Building
160 East 300 South, 4th Floor
Salt Lake City, UT 84111
psc@utah.gov

Re: Docket No. 17-2494-01 – In the Matter of the Application of Bandwidth.com CLEC, LLC for Approval of a Transfer of Indirect Control

NOTICE OF NON-CONSUMMATION

Dear Commissioners:

On November 16, 2017, the Commission granted approval of the above-referenced application filed by Bandwidth.com CLEC, LLC ("Bandwidth CLEC") for a proposed transfer of indirect control to David A. Morken ("Transferee") in connection with a planned restructuring of stock by its direct parent Bandwidth Inc. (f/k/a Bandwidth.com, Inc.) ("Bandwidth") related to the initial public offering ("IPO") by Bandwidth (the "Transaction"). As explained in the above-referenced application, Bandwidth's equity interests prior to the IPO were beneficially held by multiple shareholders, none of which individually held 50% or more or had control. Following the IPO, none of Bandwidth's shareholders individually hold a 10% or greater interest. In addition, Transferee has not obtained a majority of the voting power of the outstanding Bandwidth stock and therefore has not obtained control of Bandwidth CLEC, which remains under the control of Bandwidth.

By this letter, Bandwidth CLEC notifies the Commission that the proposed transfer of indirect control to Transferee has not been and will not be consummated. Bandwidth CLEC thanks the Commission for its review and consideration of the proposed Transaction. To the extent that a proposed transfer of control of Bandwidth CLEC to Transferee is contemplated in the future, Bandwidth CLEC will seek Commission approval at that time.

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Danielle Burt

Tamar E. Finn

Danielle Burt

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