

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint)	Application No. C-4811
Application of Communications)	
Infrastructure and)	
Investments, LLC, Boulder,)	
Colorado; Onvoy, LLC,)	
Plymouth, Minnesota; Broadvox-)	GRANTED
CLEC, LLC, Cleveland, Ohio,)	
and GTCR Onvoy Holdings LLC,)	
Chicago, Illinois, seeking)	
approval to transfer control)	
of Onvoy, LLC, and Broadvox-)	
CLEC, LLC, to GTCR Onvoy)	Entered: March 15, 2016
Holdings, LLC.)	

BY THE COMMISSION:

On January 20, 2016, a joint application was filed by Communications Infrastructure and Investments, LLC ("CII"), Boulder, Colorado; Onvoy, LLC, Plymouth, Minnesota; Broadvox-CLEC, LLC, Cleveland, Ohio, and GTCR Onvoy Holdings LLC, Chicago, Illinois, seeking approval to transfer control of Onvoy, LLC, and Broadvox-CLEC, LLC, to GTCR Onvoy Holdings, LLC (collectively referred to as the "Joint Applicants"). Notice of this application was published in The Daily Record, Omaha, Nebraska, on January 26, 2016. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

I. The Parties:

CII is a Delaware limited liability company with a principal office in Boulder, Colorado. 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.

Onvoy is Minnesota limited liability company with a principal office in Plymouth, Minnesota. Onvoy is currently a direct wholly owned subsidiary of 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 carriers and communications providers. In Nebraska, Onvoy is authorized to provide (1) interexchange telecommunications services pursuant to the authority granted by the Commission in Docket C-2939 on June 3, 2003, and (3) local exchange telecommunications services pursuant to the authority granted by the Commission in Docket C-4455 on May 12, 2012.

BV-CLEC is a Delaware limited liability company with a principal office in Cleveland, Ohio. 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. BV-CLEC is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to the authority granted by the Commission in Docket C-4148 on April 21, 2009. BV-CLEC is also authorized by the FCC to provide domestic and international telecommunications services.

GTCR Onvoy Holdings LLC ("Transferee"), is a Delaware limited liability company with its principal office located in Chicago, Illinois. GTCR Onvoy Holdings LLC, 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.

II. The Transaction:

Pursuant to the Transaction Agreement by and among CII, Onvoy, Transferee, Onvoy Holdings, Inc., Onvoy Intermediate Holdings, Inc., and Onvoy Merger Sub LLC, the parties will complete a series of transactions including the merger of Merger Sub with and into Onvoy, with Onvoy being the surviving entity ("Onvoy Merger"). Immediately prior to the Onvoy Merger, Merger Sub will be a direct, wholly owned subsidiary of Onvoy Intermediate Holdings, Inc. ("Parent"). Upon completion of the Onvoy Merger, Onvoy will become a direct, wholly owned subsidiary of Parent but BV-CLEC will remain a direct, wholly owned subsidiary of Onvoy. Upon completion of the Transactions, Parent will be a direct, wholly owned subsidiary of Holdings, Inc., which

Application No. C-4811

Page 3

in turn will be a direct wholly owned subsidiary of Transferee.

III. Public Interest:

The Joint Applicants state that the transaction is in the public interest. The 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 in the market. Customers will continue to receive service under the same terms and conditions.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4811 be, and it is hereby, approved.

ENTERED AND MADE EFFECTIVE at Lincoln, Nebraska, this 15th day of March, 2016.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

David Hogg
Crystal Knudsen
Paul Johnson

Tim Schram

Chairman

ATTEST:

Jeffrey L. Peltz

Executive Director

//s//Frank E. Landis
//s//Tim Schram