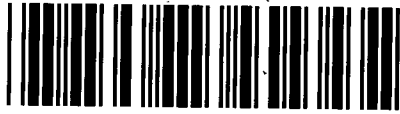




Control Number: 46587



Item Number: 1

Addendum StartPage: 0



Public Utility Commission of Texas

1701 N. Congress Avenue
P. O. Box 13326
Austin, Texas 78711-3326
512 / 936-7000 • (Fax) 936-7003
Web Site: www.puc.state.tx.us

RECEIVED
2016 NOV 17 AM 10:09
PUBLIC UTILITY COMMISSION
FILING CLERK

TITLE PAGE

APPLICATION FOR AMENDMENT TO A SERVICE PROVIDER CERTIFICATE OF OPERATING AUTHORITY

DOCKET NO. **46587**

APPLICANT(s): 1. Neutral Tandem-Texas, LLC ("Neutral Tandem")
2. Onvoy, LLC ("Onvoy")

Authorized Representatives for this Application:

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

Regulatory Representative:

For Neutral Tandem

John Harrington, Senior Vice President
Inteliquent, Inc.
550 West Adams St., Suite 900
Chicago, IL 60661
312-380-4528 (tel)
jharrington@inteliquent.com

For Onvoy:

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

Complaint Representative:

For Neutral Tandem

John Harrington, Senior Vice President
Inteliquent, Inc.
550 West Adams St., Suite 900
Chicago, IL 60661
312-380-4528 (tel)
jharrington@inteliquent.com

For Onvoy:

Mary Buley
Onvoy, LLC
10300 6th Avenue North
Plymouth, MN 55441
952-230-4183 (tel)
952-230-4200 (fax)
mary.buley@onvoy.com

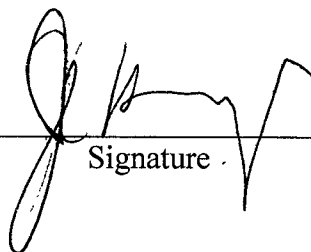
1000

AFFIDAVIT

STATE OF ILLINOIS §
 §
 COUNTY OF COOK §


1. My name is John Harrington. I am Senior Vice President – Regulatory, Litigation & Human Resources of Inteliquent, Inc. and its subsidiaries (“Company”).

2. I swear or affirm that I have personal knowledge of the facts stated in this filing, that I am competent to testify to them, and that I have the authority to make this filing on behalf of Company. I further swear or affirm that all of the statements and representations made in this Application for an Amendment to a Service Provide Certificate of Authority are true and correct with respect to Company. I swear or affirm that Company understands and will comply with all requirements of law applicable to a Service Provider Certificate of Authority.


 Signature

John Harrington
 Typed or Printed Name

SWORN TO AND SUBSCRIBED before me on the 7TH day of Nov., 2016.


 Notary Public In and For the
 State of ILLINOIS

My commission expires: May 17, 2018





AFFIDAVIT

STATE OF RHODE ISLAND

§

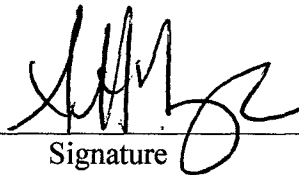
§

COUNTY OF BRISTOL

§

1. My name is Scott Sawyer. I am General Counsel of the Applicant Onvoy, LLC.


2. I swear or affirm that I have personal knowledge of the facts stated in this Application for an Amendment to a Service Provider Certificate of Operating Authority, that I am competent to testify to them, and that I have the authority to make this Application on behalf of the Applicant. I further swear or affirm that all of the statements and representations made in this Application for an Amendment to a Service Provider Certificate of Operating Authority are true and correct. I swear or affirm that the Applicant understands and will comply with all requirements of law applicable to a Service Provider Certificate of Operating Authority.


Signature

Scott Sawyer

Typed or Printed Name

SWORN TO AND SUBSCRIBED before me on the 14th day of November, 2016.


Notary Public In and For the
State of Rhode Island

My commission expires: 10/27/20



1. Check only one of the following Requests:

(a)

<input type="checkbox"/> New SPCOA Application	<input checked="" type="checkbox"/> Application Amending SPCOA No. 60707
<input type="checkbox"/> New COA Application	<input type="checkbox"/> Application Amending COA No. _____

(b) If you are filing an amendment, check one or more of the following as requests made in this amendment filing:

<input type="checkbox"/> Name Change Amendment	<input type="checkbox"/> Certification Relinquishment
<input checked="" type="checkbox"/> Change in Ownership/Control	<input type="checkbox"/> Service Discontinuation
<input type="checkbox"/> Change in Service Area	<input type="checkbox"/> Change in Type of Provider
<input type="checkbox"/> Corporate Restructuring	<input type="checkbox"/> Other

(c) Provide a summary explanation of all items checked in "b" above.

Onvoy, LLC ("Onvoy" or "Transferee"); and Neutral Tandem-Texas, LLC ("Neutral Tandem") (together, "Applicants"), by their undersigned representatives and pursuant to P.U.C. Subst. R. 26.111(i)(1), hereby request Commission approval to transfer indirect control of Neutral Tandem to Onvoy.

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

Description of the Applicants

A. Onvoy, LLC

Onvoy is a Minnesota limited liability company with a principal office at 10300 6th Avenue North, Plymouth, Minnesota 55441. Onvoy is an indirect, wholly owned subsidiary of GTCR Onvoy Holdings LLC ("Parent").¹ Onvoy has provided telecommunications

¹ Parent is a Delaware limited liability company with its principal executive office at 300 N. LaSalle Street, Suite 5600, Chicago, Illinois 60654. Parent 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.

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



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 and/or one or more of its subsidiaries is authorized to provide intrastate telecommunications services in the District of Columbia and in every U.S. state.

B. Neutral Tandem-Texas, LLC

Neutral Tandem, a Delaware limited liability company, is a direct, wholly-owned subsidiary of Inteliquent, Inc. ("Inteliquent") with a principal office at 550 W Adams St, 9th Floor, Chicago, IL 60661. Neutral Tandem and its affiliates provide intrastate telecommunications services throughout the United States.

Description of the Inteliquent Merger

Pursuant to the Agreement and Plan of Merger, dated as of November 2, 2016, by and among Onvoy; Onvoy Igloo Merger Sub, Inc. (a wholly-owned direct subsidiary of Onvoy created for purposes of the merger) ("Merger Sub"); and Inteliquent, Onvoy will acquire all of the outstanding equity interest in Inteliquent (the "*Inteliquent Merger*").² Specifically, Merger Sub will merge with and into Inteliquent, whereupon the separate existence of Merger Sub will cease and Inteliquent will be the surviving corporation. As a result, Inteliquent will become a wholly owned direct subsidiary of Onvoy. Neutral Tandem will remain a direct subsidiary of Inteliquent and, therefore, will become an indirect subsidiary of Onvoy. Diagrams depicting the pre- and post-transaction corporate organization structures are appended hereto as Exhibit A.

The current customers of Neutral Tandem will remain customers of Neutral Tandem immediately following the *Inteliquent Merger*. Accordingly, the *Inteliquent Merger* will be seamless to customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing. Any future changes to the rates, terms and conditions of service will be undertaken pursuant to the customers' contracts and applicable law. The only immediate change resulting from the *Inteliquent Merger* will be that Neutral Tandem will be ultimately owned by Onvoy.

Public Interest Considerations

Applicants submit that the *Inteliquent Merger* will serve the public interest. The *Inteliquent Merger* will bring together two successful enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. The

companies through transformational acquisitions and organic growth. Since its inception, GTCR LLC has invested more than \$12 billion in over 200 companies.

² The Agreement is available at: <http://ir.inteliquent.com/secfiling.cfm?filingID=1193125-16-757199&CIK=1292653>.



combined financial, technical, and managerial resources of Onvoy and Inteliquent are expected to enhance the ability of their regulated subsidiaries (collectively the “Licensees”) to compete in the telecommunications marketplace. At the same time, the *Inteliquent Merger* will have no adverse impact on the customers of Neutral Tandem. Immediately following the *Inteliquent Merger*, Neutral Tandem 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 *Inteliquent Merger* will be that that Neutral Tandem’s ownership will change, with Onvoy, and ultimately Parent, being the new owners. Since the *Inteliquent Merger* will occur at the holding company level with Inteliquent as the entity surviving the merger, it will be completely transparent and seamless from a customer’s perspective.



2. Provide a description of the Applicant, which shall include the following:
- (a) Legal name and all assumed names under which the Applicant conducts business, if any;
1. **Neutral Tandem-Texas, LLC**
 2. **Onvoy, LLC**
- (b) Address of principal office and business office;
1. **Neutral Tandem-Texas, LLC**
550 West Adams St., Suite 900
Chicago, IL 60661

To the extent Neutral Tandem's address changes upon completion of the *Inteliquent Merger*, Neutral Tandem will update its address.
 2. **Onvoy, LLC**
10300 6th Avenue North
Plymouth, MN 55441
- (c) Principal office/business office telephone number:
Fax number:
Website address:
E-mail address:
Toll-free customer service telephone number. (*If the Applicant has not obtained the toll-free customer service telephone number at the time of the Application, the Applicant must commit to obtaining one before beginning business*);
1. Principal office telephone number: **312-384-8000**
Fax number: **312-346-2601**
Website address: **www.inteliquent.com**
E-mail address: **jharrington@inteliquent.com**
Toll-free customer service telephone number: **866-388-7258**

To the extent this contact information changes upon completion of the *Inteliquent Merger*, Neutral Tandem will update the contact information as necessary.
 2. Principal office telephone number: **763-230-2036**
Fax number: **952-230-4300**
Website address: **www.onvoy.com**
E-mail address: **scott.sawyer@onvoy.com**
Toll-free customer service telephone number: **800-933-1224, option 4**



- (d) FCC Carrier Identification Code (CIC) or National Exchange Carriers Association (NECA) Operating Carrier Numbers (OCNs), if available;

No Change.

- (e) Form of business in Texas (*e.g.*, corporation, partnership, sole proprietorship), Charter/Authorization number, date business was formed and date change was made (if applicable). Provide the State and date in which the parent company is registered. (*The Commission requires registration with the Secretary of State for all forms of business, except sole proprietorships.*)

1. **Neutral Tandem is a Delaware limited liability company that is authorized to transact business in Texas.**
2. **Onvoy is a Minnesota limited liability company that is authorized to transact business in Texas.**

- (f) A list of the names, titles, phone number and office e-mail address of each director, officer, or partner;
1. **The current officers and Board of Directors of Neutral Tandem are provided below and can be reached through Neutral Tandem's Regulatory Representative:**

Officers

Matt Carter, President and Chief Executive Officer
John Schoder, Chief Marketing Officer and Executive Vice President
John Bullock, Chief Technology Officer and Executive Vice President
Brett Scorza, Chief Information Officer and Executive Vice President of
New Generation Services
Michelle Owczarzak, Senior Vice President of Sales
David Lopez, Senior Vice President of Strategic Relationships
Richard Monto, General Counsel & Corporate Secretary
John Harrington, Senior Vice President, Litigation, Regulatory & Human
Résources

Directors

James Hynes
Rian Wren
Larry Ingineri
Tim Samples
Ed Greenberg
Lauren Wright
Matt Carter
Joe Beatty



2. The current officers and Board of Managers of Onvoy are provided below and can be reached through Onvoy's Regulatory Representative:

Officers:

Fritz Hendricks, President
Scott Sawyer, Secretary and General Counsel
Michael Donahue, CFO

The Board of Managers:

Fritz Hendricks
Lawrence C. Fey
Philip A. Canfield
Stephen P. Master

- (g) Name, address, and office address of each of the five largest shareholders, if not publicly traded;

1. Neutral Tandem is currently a direct, wholly owned subsidiary of Inteliquent. Inteliquent is a publicly traded company.
2. Onvoy is an indirect, wholly owned subsidiary of Parent. The following fund own ten percent (10%) or more of Parent: GTCR Fund X/A LP (approximately 70.4%); and GTCR Fund X/C LP (approximately 20.2%).

For the Commission's reference, a chart depicting the pre- and post-*Inteliquent Merger* ownership of Neutral Tandem is provided as Exhibit A.

- (h) Legal name of parent company, if any, and a description of its primary business interests; and,

1. As stated above, Neutral Tandem is currently a direct, wholly owned subsidiary Inteliquent. Inteliquent's primary business is telecommunications services.

Upon completion of the *Inteliquent Merger*, Inteliquent will be a direct, wholly owned subsidiary of Onvoy; and Neutral Tandem will be indirect, wholly owned subsidiaries of Onvoy. Following closing, Neutral Tandem will be ultimately wholly owned by Parent.

2. Onvoy is currently a direct, wholly owned subsidiary of Onvoy Intermediate Holdings, Inc., which in turn is wholly owned by Onvoy Holdings, Inc. These companies are holding companies. Onvoy Holdings, LLC is a direct, wholly owned subsidiary of Parent. Parent 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.

Please see Exhibit A for the pre- and post-*Inteliquent Merger* ownership of Applicants.

- (i) Legal name of all affiliated companies that are public utilities or that are providing telecommunications services and the states in which they are providing service. Give a description of all affiliates and explain in detail the relationship between the Applicant and its affiliates. An organizational chart should be provided, if available.

1. Exhibit B includes a list of Neutral Tandem's affiliates that provide telecommunications services. Each of these affiliates is a direct, wholly owned subsidiary of Inteliquent. In addition, Inteliquent provides interstate telecommunications services throughout the United States.
2. Onvoy is affiliated with the following companies that provide telecommunications services: Broadvox CLEC, LLC ("BV-CLEC"), ANPI, LLC ("ANPI"), ANPI Business, LLC ("ANPI-Biz"), Common Point, LLC ("Common Point"), Minnesota Independent Equal Access Corporation ("MIEAC"), Voyant Communications, LLC (formerly known as Zayo Enterprise Networks, LLC) ("Voyant") Layered Communications, LLC ("Layered"), and Onvoy Spectrum, LLC ("Onvoy Spectrum").

BV-CLEC is authorized to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Delaware, Iowa, and Maine.

ANPI-Biz provides wholesale and retail interexchange service throughout the United States, and provides or is authorized to provide competitive local exchange service in District of Columbia and the following states: Alabama, Arizona, California, Colorado, Connecticut, Florida, Georgia, Hawaii, Illinois, Indiana, Kansas, Louisiana, Maine, Maryland, Massachusetts, Nebraska, North Carolina, North Dakota, Nevada, New Hampshire, New Jersey, New York, Ohio, Oregon, Oklahoma, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Vermont, Washington, Wisconsin and Wyoming.

ANPI, LLC, which provides wholesale interexchange service throughout the United States, and provides or is authorized to provide competitive local exchange service in Alabama, Georgia, Hawaii, New Jersey, New



York, Ohio, South Carolina, South Dakota, and Wisconsin (and has a pending application for authorization in Arizona).

Common Point, LLC, which is 25% owned by ANPI, provides tandem access to interexchange carriers in: California, Colorado, Georgia, Iowa, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Nebraska, Ohio, Pennsylvania, Tennessee, Washington, and Wisconsin.

MIEAC provides centralized equal access in Minnesota and North Dakota.

Voyant provides telecommunications services in Colorado, Idaho, Indiana, Iowa, Michigan, Minnesota, Ohio, Tennessee and Washington.

Onvoy Spectrum is authorized to provide wireless telecommunications services to other wireless providers. Onvoy Spectrum does not yet have any customers.

Please see Exhibit A for the pre- and post-*Inteliquent Merger* ownership of Applicants.



3. State the name **and only one name**, in which the Applicant wants the Commission to issue its certificate. Provide the following information from the Applicants registration with the Office of the Secretary of State of Texas or registration with another state or county, as applicable: *(NOTE: If the Applicant is a corporation, the Commission will issue the certificate in either the Applicant's corporate or assumed name, not both. The certificate holder must use only the name approved by the Commission on all bills and advertisements sent to or viewed by the public. Name Changes require Commission Approval as well as Secretary of State Approval.)*

- (a) Requested name: **No change.**
- (b) Assumed names: **Not applicable**
- (c) Texas Secretary of State (or County) file number: **No change.**
- (d) Texas Comptroller's Tax Identification number: **No change.**
- (e) Other Applicable certification/file numbers: **No change.**
- (f) Date the business was registered: **No change.**



4. (a) Provide a detailed description of the telecommunications services to be provided.

No change.

- (b) Indicate with a yes or no response for each item below, whether the Applicant will be providing the following telecommunications services and whether the service will be for business or residential service:

No change.

	<u>Business</u>	<u>Residential</u>
_____ POTS (Plain Old Telephone Service)	_____	_____
_____ ADSL	_____	_____
_____ ISDN	_____	_____
_____ HDSL	_____	_____
_____ SDSL	_____	_____
_____ RADSL	_____	_____
_____ VDSL	_____	_____
_____ Optical Services	_____	_____
_____ T1-Private Line	_____	_____
_____ Switch 56 KBPS (KiloBits Per Second)	_____	_____
_____ Frame Relay	_____	_____
_____ Fractional T1	_____	_____
_____ Long Distance	_____	_____
_____ Wireless	_____	_____
_____ Other (Please Describe): _____	_____	_____



5. (a) Is the Applicant providing prepaid calling services?

No change.

- (b) If yes to (a), provide a yes or no response to the list of telecommunications services below:

No change.

- ☐ Residential Prepaid Local Calling Services
- ☐ Business Prepaid Local Calling Services
- ☐ Residential Prepaid Domestic Long Distance Calling Services
- ☐ Business Prepaid Domestic Long Distance Calling Services
- ☐ Residential Prepaid International Long Distance Calling Services
- ☐ Business Prepaid International Long Distance Calling Services



6. (a) Indicate below the type of certification being requested:

- ☐ Facilities-based, Data, and Resale
- ☐ Facilities-based and Resale
- ☐ Resale Only
- ☐ Data Only – Facilities-based and Resale
- ☐ Data Only – Resale Only

No change.



-
7. Provide a written description of the exchanges, local access and transportation areas (LATAs), or incumbent local exchange company (ILEC) service areas or attach a scaled map of the geographic area for which the certificate is requested within the State of Texas that the Applicant proposes to serve.

• **No Change.**



8. Does the Applicant, owner, or any affiliate currently hold a service provider certificate of operating authority (SPCOA), certificate of operating authority (COA), or certificate of convenience and necessity (CCN) for any part of the area covered by this Application?

1. Neutral Tandem holds SPCOA No. 60707.

2. Onvoy holds SPCOA No. 60896 and IXC Registration No. IX120003.

BV-CLEC holds SPCOA No. 60837 and IXC Registration No. IX090008.

ANPI-Biz holds SPCOA 60909 and IXC Registration No. IX011563.

ANPI, LLC, holds IXC Registration No. IX090024

Common Point, LLC, which is 25 percent owned by ANPI, LLC, holds IXC Registration No. IX110017.



9. (a) Does the Applicant expect to provide service to customers other than itself and its affiliates?

No Change.

- (b) Has the Applicant provided one copy of this Application to the Texas Commission on State Emergency Communications (a.k.a. 911 Commission) within 5 days of submitting the application? If you are relinquishing the certificate have you also sent a copy of the application to all affected 911 entities within 5 days of submitting the application?

(Send copy to Commission on State Emergency Communications, Accounts Payable Section at 333 Guadalupe Street, Suite 2-212, Austin, Texas 78701-3942, with phone number 512-305-6911, fax number 512-305-6937, and website address www.911.state.tx.us).

Yes, Applicants are providing one copy of this application to the Commission on State Emergency Communications.

- (c) As part of the Application provided to the 911 Commission and this commission, has the applicant provided the following information concerning its 911 contact person as required in Substantive Rule No. 26.433(e)(2)(a)? (You may provide up to three 911 contacts per company)

Name: _____
Title: _____
Address: _____
Office Number: _____
Fax Number (Optional): _____
Email Address: _____

No Change. To the extent Neutral Tandem's 911 contact changes upon completion of the *Inteliquent Merger*, Neutral Tandem will notify the Commission.



10. (a) Is the Applicant a municipality?

No, no Applicant is a municipality.

- (b) Will the Applicant enable a municipality or municipal electric system to offer for sale to the public, directly or indirectly, local exchange telephone service, basic local telecommunications service, switched access service, or any non-switched telecommunications service used to provide connections between customers' premises within an exchange or between a customer's premises and a long distance provider serving the exchange?

No Change.



11. (a) **APPLICABLE TO SPCOA APPLICANTS ONLY.** Report total intrastate switched access minutes of use for the Applicant, together with its affiliates, for the twelve-month period beginning sixteen months before the first day of the month in which this Application is filed. *(In calculating minutes of use for this question, include minutes of all entities affiliated with the Applicant.)*
1. **Neutral Tandem had approximately 3,378,712,366 intrastate switched access minutes of use for calendar year 2015.**
 2. **Onvoy had approximately 57,488,673 intrastate switched access minutes of use for calendar year 2015. Onvoy's subsidiary, BV-CLEC, had approximately 93,843,163 intrastate switched access minutes of use for calendar year 2015.**
- (b) **APPLICABLE TO SPCOA APPLICANTS ONLY.** Identify all affiliates whose minutes of use are included in the calculation required in 12(a).

Not applicable.



12. (a) Has the Applicant, its owners, or any affiliate applied for a permit, license, or certificate to provide telecommunications services in any state other than Texas? If yes, identify the affiliates, what permit, license, or certificate they have applied for, and the state(s) in which they have applied.

1. Neutral Tandem provides intrastate telecommunications services in Texas.

Inteliquent provides interstate and international telecommunications services in the District of Columbia, Puerto Rico and every states except Alaska. Neutral Tandem or one of its affiliates listed in Exhibit B provides intrastate telecommunications services in the District of Columbia, Puerto Rico and every state except Alaska.

2. Onvoy is authorized to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Hawaii, Mississippi and Tennessee.

As stated above, Onvoy is affiliated with the following companies that provide telecommunications services: Broadvox CLEC, LLC ("BV-CLEC"), ANPI, LLC ("ANPI"), ANPI Business, LLC ("ANPI-Biz"), Common Point, LLC ("Common Point"), Minnesota Independent Equal Access Corporation ("MIEAC"), and Voyant Communications, LLC (formerly known as Zayo Enterprise Networks, LLC) ("Voyant").

BV-CLEC is authorized to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Delaware, Iowa, and Maine.

ANPI-Biz provides wholesale and retail interexchange service throughout the United States, and provides or is authorized to provide competitive local exchange service in District of Columbia and the following states: Alabama, Arizona, California, Colorado, Connecticut, Florida, Georgia, Hawaii, Illinois, Indiana, Kansas, Louisiana, Maine, Maryland, Massachusetts, Nebraska, North Carolina, North Dakota, Nevada, New Hampshire, New Jersey, New York, Ohio, Oregon, Oklahoma, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Vermont, Washington, Wisconsin and Wyoming.

ANPI, LLC, which provides wholesale interexchange service throughout the United States, and provides or is authorized to provide competitive local exchange service in Alabama, Georgia, Hawaii, New Jersey, New York, Ohio, South Carolina, South Dakota, and Wisconsin (and has a pending application for authorization in Arizona).



Common Point, LLC provides tandem access to interexchange carriers in: California, Colorado, Georgia, Iowa, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Nebraska, Ohio, Pennsylvania, Tennessee, Washington, and Wisconsin.

MIEAC provides centralized equal access in Minnesota and North Dakota.

Voyant provides telecommunications services in Colorado, Idaho, Indiana, Iowa, Michigan, Minnesota, Ohio, Tennessee and Washington.

- (b) Has the Applicant, its owners, or any affiliate ever had a permit, license, or certificate to provide telecommunications services granted by any state, including Texas? If yes, identify the affiliates, what permit, license, or certificate they have and when they were held and the state(s) in which they are held. Provide an explanation.

See response to Question 12(a).

- (c) Has the Applicant, its owners, or any affiliate ever had any permit, license, or certificate denied or revoked by any state? If yes, identify the affiliates, what permit, license, or certificate they had revoked, and the state(s) in which they were revoked. Provide an explanation.

- 1. Neutral Tandem and its affiliates have not been denied requested certification in any jurisdiction. Neutral Tandem has not had any permit, license, or certificate permanently revoked by any authority.**

In one instance, Long Distance Savings Solutions; LLC ("LDSS"), an affiliate of Neutral Tandem, had a certificate revoked in 2015 when it inadvertently failed to file certain information with the Public Utilities Commission of Ohio. In light of the fact that LDSS did not provide any services in Ohio and had no plans to do so in the future, LDSS chose to allow its certificate to be revoked rather than take steps to have the revocation rescinded. Importantly, LDSS did not have any customers in Ohio, and therefore no customers were affected by LDSS leaving the Ohio telecommunications market.

- 2. Neither Onvoy nor its affiliates has been denied requested certification in any jurisdiction, nor has any permit, license, or certificate been permanently revoked by any authority except where Onvoy sought**



authorization to provide services that were not within the jurisdiction of the state agency.³

- (d) Has the Applicant, its owners, or any affiliate ever provided telecommunications services in Texas or any other state? If yes, identify the affiliates, what permit, license, or certificate they may have held, and the state(s) in which they provided service.

Please see response to 12(a) above.

³ In Iowa, the Board of Public Utilities canceled Onvoy's basic local exchange certificate because Onvoy was not offering retail basic local exchange services and, at the time, had no intention of doing so. Onvoy subsequently obtained a basic local exchange certificate and currently provides such services in Iowa.



13. (a) Any complaint history, disciplinary record and compliance record during the 60 months immediately preceding the filing of the application regarding: the applicant; the applicant's affiliates that provide utility-like services such as telecommunications, electric, gas, water, or cable service; the applicant's principals; and any person that merged with any of the preceding persons. The information should include, but not be limited to, the type of complaint, in which state or federal agency the complaint was made, the status of the complaint, the resolution of the complaint and the number of customers in each state where complaints occurred.
1. Except as provided in Exhibit C, in the past 60 months, no formal complaints or regulatory actions have been taken against Neutral Tandem or its affiliates within the past 60 months in any state or by the FCC.
 2. Except as provided in Exhibit C, in the past 60 months, Onvoy and its current affiliates have not had any formal complaints or history of regulatory actions taken against it in Texas or any other state. As a regulated entity, Onvoy receives informal complaints from time to time from the FCC or state public utility commissions (approximately 15 since 2011). Nearly all of these informal complaints involved porting issues associated with its wholesale CLEC business and all informal complaints have been resolved or dismissed. Please see Exhibit C for various informal complaint involving BV-CLEC Broadvox, LLC and ANPI-Biz.
- (b) Is the Applicant, or the applicant's principals currently under investigation or have the Applicant or its principals been penalized by an attorney general or any state or federal regulatory agency for the violation of any deceptive trade or consumer protection law or regulation? If yes, please explain.
1. Neutral Tandem is not aware of any investigations for violation of any deceptive trade or consumer protection law or regulation.
 2. Neither Onvoy nor its principals is currently under investigation nor has Onvoy or its principals been penalized by an attorney general or any state or federal regulatory agency for the violation of any deceptive trade or consumer protection law or regulation.



- (c) Disclose whether any owners, directors, officers, or partners in the organization are convicted felons? Also disclose whether the applicant or applicant's principals have been convicted or found liable for fraud, theft, larceny, deceit, or violations of any securities laws, customer protection laws, or deceptive trade laws in any state. If yes, please explain.

None of the owners, directors, officers, or partners of Applicants are convicted felons.

- (d) Provide the number of customers per state (including Texas) for the past 60 months, for which the Applicant, its parent company, and/or any affiliates are providing telecommunications services.

- 1. Neutral Tandem has approximately 77 customers located in Texas and approximately 248 nationwide.**
- 2. Onvoy and its subsidiaries, other than BV-CLEC, have approximately 1,349 telecommunications customers located in Texas and approximately 20,152 telecommunications customers nationwide. BV-CLEC has one customer in Texas and nationwide.**



14. (a) Provide a detailed description of the Applicant's technical qualifications to provide the local exchange service, basic local telecommunications service, and/or switched access service proposed in this Application.

As indicated by Onvoy's existing authority in Texas, Onvoy has highly experienced, well-qualified management, operational and technical personnel. Upon completion of the *Inteliquent Merger*, Onvoy's management team will manage Neutral Tandem. Biographies of key management personnel of Onvoy are provided as Exhibit D.

- (b) If the Applicant plans to rely upon a consultant to meet the technical qualifications requirements, provide the following information: (1) name, address, and phone number of consultant, (2) a copy of the contract between the principals and the consultant, (3) consultant's resume or a detailed description of the consultants experience, (4) information regarding any professional registrations or certifications that the consultant holds, (5) percentage of the consultant's time being contracted, and (6) a list of other telecommunications companies served by the consultant and the percentage of time allotted to each company.

Applicants will not rely upon a consultant.

- (c) Provide a detailed description or individual resumes setting forth the qualifications of the Applicant's key personnel. Descriptions or resumes shall include (1) Key Personnel Names, (2) Applicant Company Titles, (3) Detailed Telecommunications or Related Experience, and (4) Years of Experience.

Onvoy's key personnel collectively have over 140 years of collective experience in the telecommunications industry. Attached as Exhibit D are the management biographies for Onvoy's management team.



15. Attach a completed Service Quality Questionnaire.

No Change.



16. Provide an audited or unaudited balance sheet for the applicants most recent quarter that demonstrates the shareholders' equity required by P.U.C. Subst. R. 25.111(f). The audited balance sheet must include the independent auditor's report. The unaudited balance sheet must include a sworn statement from the executive officer of the applicant attesting to the accuracy, in all material respects, of the information provided in the unaudited balance sheet.

Attached under seal as Exhibit E is a copy of Onvoy's most recent audited balance sheet with independent auditor's report. Onvoy's audited balance sheet contains commercially sensitive, non-public information internally generated and not available to competitors, and the disclosure of such information could place Onvoy at a significant competitive disadvantage if it is made available to competitors.



17. Provide a summary of any history of insolvency, bankruptcy, dissolution, merger or acquisition of the applicant or any predecessors in interest during the 60 month immediately preceding this Application.

Except as described below, Onvoy does not have a history of insolvency, bankruptcy, dissolution, merger or acquisition in the sixty months immediately preceding this Application. In 2011, Onvoy acquired ownership of Voyant from its former affiliate, Zayo Group, LLC ("Zayo"). In June 2012, BV-CLEC acquired certain assets out of bankruptcy from its former affiliate, Infotelecom, LLC in June 2012. In 2013, Onvoy acquired certain assets from Zayo. In June of 2014, Onvoy acquired the assets of Vitelity, LLC. In September 2015, Onvoy acquired BV-CLEC and Broadvox, LLC. In October 2015, Onvoy acquired Layered Communications, LLC, Emergency Networks, LLC and RadiantIQ LLC. On April 29, 2016, Parent acquired indirect ownership of Onvoy. On August 1, 2016, Onvoy acquired indirect ownership of ANPI and ANPI-Biz.

Neutral Tandem does not have a history of insolvency, bankruptcy, dissolution, merger or acquisition in the sixty months immediately preceding this Application.



LIST OF EXHIBITS

- Exhibit A** **Diagrams of the Pre- and Post-*Inteliquent Merger* Corporate Ownership Structure**
- Exhibit B** **Affiliated Utilities of Neutral Tandem**
- Exhibit C** **Complaint History**
- Exhibit D** **Key Management Biographies**
- Exhibit E** **Financial Statements
[CONFIDENTIAL - FILED UNDER SEAL]**

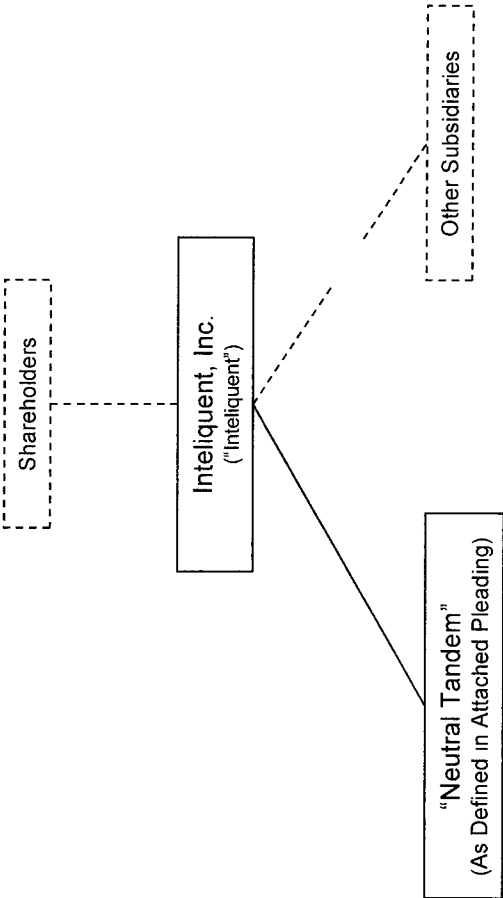


EXHIBIT A

Diagrams of the Pre- and Post-*Inteliquent Merger* Corporate Ownership Structure



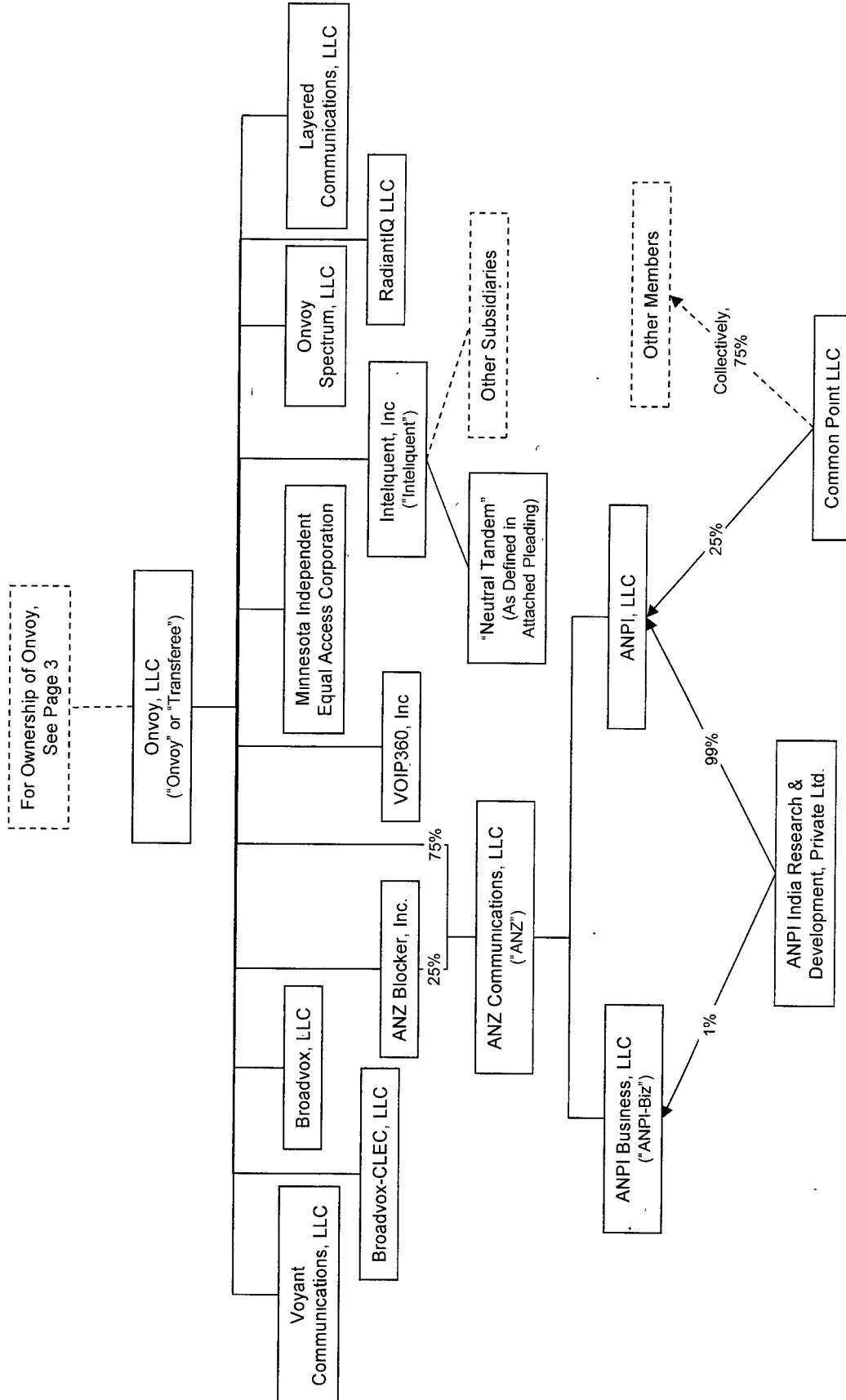
Pre-Inteliquent Merger Corporate Ownership Structure of “Neutral Tandem”



Unless indicated all ownership percentages are 100%



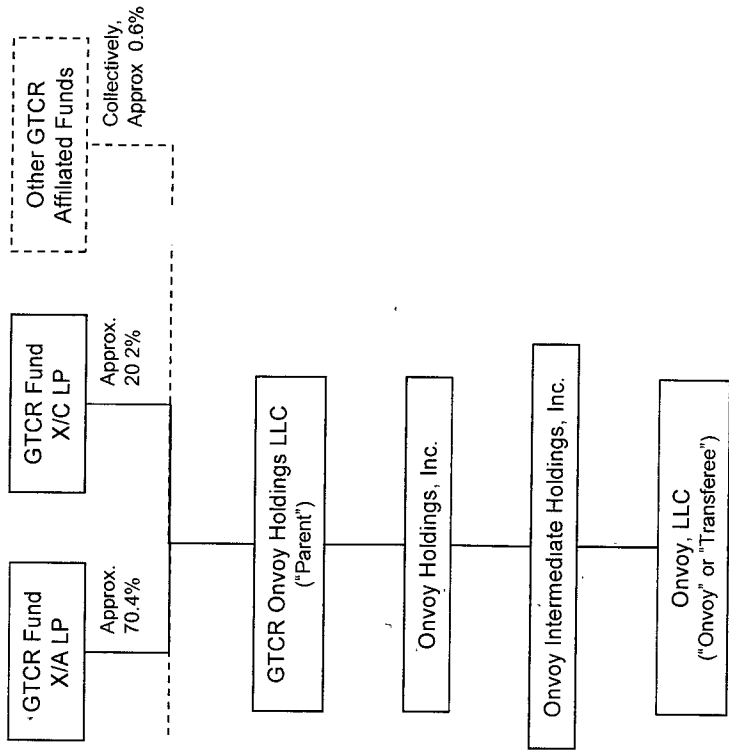
Post-Inteliquent Merger Corporate Ownership Structure of Neutral Tandem



Unless indicated all ownership percentages are 100%.



Post-Inteliquent Merger Corporate Ownership Structure of Onvoy



Unless indicated all ownership percentages are 100%



EXHIBIT B

List of Regulated Inteliquent Subsidiaries

Inteliquent, Inc.	Neutral Tandem-Pennsylvania, LLC
Neutral Tandem-Alabama LLC	Neutral Tandem-Puerto Rico, LLC
Neutral Tandem-Arizona LLC	Neutral Tandem-Rhode Island, LLC
Neutral Tandem-Arkansas, LLC	Neutral Tandem-South Carolina, LLC
Neutral Tandem-California, LLC	Neutral Tandem-South Dakota, LLC
Neutral Tandem-Colorado, LLC	Neutral Tandem-Tennessee, LLC
Neutral Tandem-Delaware, LLC	Neutral Tandem-Texas, LLC
Neutral Tandem-Washington D.C., LLC	Neutral Tandem-Utah, LLC
Neutral Tandem-Florida, LLC	Neutral Tandem-Vermont, LLC
Neutral Tandem-Georgia, LLC	Neutral Tandem-Virginia, LLC
Neutral Tandem-Hawaii, LLC	Neutral Tandem-Washington, LLC
Neutral Tandem-Idaho, LLC	Neutral Tandem-West Virginia, LLC
Neutral Tandem-Illinois, LLC	Neutral Tandem-Wisconsin, LLC
Neutral Tandem-Indiana, LLC	Neutral Tandem-Wyoming, LLC
Neutral Tandem-Iowa, LLC	
Neutral Tandem-Kansas, LLC	
Neutral Tandem-Kentucky, LLC	
Neutral Tandem-Louisiana, LLC	
Neutral Tandem-Maine, LLC	
Neutral Tandem-Maryland, LLC	
Neutral Tandem-Massachusetts, LLC	
Neutral Tandem-Michigan, LLC	
Neutral Tandem-Minnesota, LLC	
Neutral Tandem-Mississippi, LLC	
Neutral Tandem-Missouri, LLC	
Neutral Tandem-Montana, LLC	
Neutral Tandem-Nebraska, LLC	
Neutral Tandem-Nevada, LLC	
Neutral Tandem-New Hampshire, LLC	
Neutral Tandem-New Jersey, LLC	
Neutral Tandem-New Mexico, LLC	
Neutral Tandem-New York, LLC	
Neutral Tandem-North Carolina, LLC	
Neutral Tandem-North Dakota, LLC	
Neutral Tandem-Michigan, LLC	
Neutral Tandem-Oklahoma, LLC	
Neutral Tandem-Oregon, LLC	



EXHIBIT C

Complaint History

Onvoy and its Affiliates:

A) Onvoy, LLC and BV-CLEC

Onvoy and BV-CLEC, along with numerous other certificated carriers, were subject to a Show Cause proceeding in Nevada for failure to timely file certain reports. The proceeding resulted in de minimis penalty but not in a revocation of their certificates.

B) Broadvox-CLEC, LLC ("Broadvox-CLEC")

1) Federal Communications Commission ("FCC")

5/22/2013 – An unauthorized porting complaint (#13-C00494197-1) was filed with the FCC; response was submitted on 6/7/2013. Bandwidth-ported TNs to Broadvox-CLEC, LLC based on an FOC received from Bandwidth on 12/21/2012. Saddleback Communications ("Saddleback") submitted a port request for the TNs on 4/12/2013. On 4/18/2013, Broadvox notified Saddleback that the request could not be processed due to invalid information; however, Broadvox overrode the rejection on 4/23/2013 and notified Saddleback on that date that the TNs could be ported back. Broadvox notified Complainant that the only item remaining was for Saddleback to activate the TNs on its network. Broadvox has attempted to contact Saddleback numerous times, but has not yet received a response from Saddleback. Also, one of the TNs in the port request is not an active number on Broadvox's network. (Illinois)

2) Minnesota Attorney General ("Minnesota AG")

4/1/2015 – A complaint regarding harassing calls was filed with the Minnesota AG; response was submitted on 4/17/2015. At the present time, the TN is unassigned and not in use. To help prevent unsolicited calls from the TN, Broadvox-CLEC disabled all outbound dialing from the TN so that calls cannot be placed across the Broadvox Network.

11/12/2014 – A complaint regarding harassing calls was filed with the Minnesota AG; response was submitted on 11/20/2014. Broadvox CLEC contacted its customer via email and instructed it to take any and all measures necessary to have the harassing calls stopped. The TN was crippled so it can only receive calls.

10/9/2014 - A complaint regarding harassing calls was filed with the Minnesota AG; response was submitted on 10/27/2014. Broadvox CLEC contacted its customer and notified customer of its violation of the AUP. The customer identified the source of the calls from this TN and has initiated its own investigation. The TN was crippled so calls cannot be placed across the Broadvox network.

4/29/2014 – An unsolicited calls complaint (#LDR/2014/502366/I) was filed with the Minnesota AG; response was submitted on 5/2/2014. The TN is unassigned and not in use. Telemarketing warnings were checked and no references to the TN were located. Broadvox CLEC placed a



restriction on the TN so calls cannot be placed across the Broadvox network. Complainant was advised to contact his current telephone provider and ask it to research where the calls originated. Complainant's telephone provider should be able to work backwards to make this determination.

12/16/2013 – A complaint regarding harassing calls was filed with the Minnesota AG; response was filed on 12/23/2013. Broadvox CLEC contacted its customer via email and instructed it to take any and all measures necessary to have the calls stopped; the TN was crippled so it can only receive calls. Complainant's TNs were blocked over the Broadvox to ensure Complainant will not be contacted from a call from a call made from the TN over the Broadvox network.

7/15/2013 (received 8/26/2013) – A complaint regarding unsolicited calls was filed with the Minnesota AG; response was submitted on 9/13/2013. Broadvox CLEC contact Complainant and advised her that the TN was crippled. Any calls from the TN was be rejected.

C) Broadvox, LLC ("Broadvox")

1) FCC

6/3/2015 – A porting complaint (Serve ticket#: 320294) was filed with the FCC; response is due 7/3/2015. Complainant's VOIP phone service provider turned off Complainant's servicing during porting process, and Complainant has been without phone service for seven (7) days

6/1/2015 - A porting complaint (Serve ticket#: 306971) was filed with the FCC; response is due 7/1/2015. Complaint claims that Broadvox allowed SBC Global to claim and resell Complaint's TN without Complaint's consent. Broadvox will work to get the TN back to Complaint.

11/12/2014 – A billing complaint (#14-C00621548-1) was filed with the FCC; response was submitted on 12/9/2014. More information is required to investigate matter; upon receipt of such information, Broadvox will continue its investigation and supplement this response as necessary. (Ohio)

10/29/2014 – A customer service complaint (#14-C00620734-1) was filed with the FCC; response was submitted on 12/3/2014. Account was suspended due to non-payment, and the telephone number ("TN") was recycled and made available. A follow-up response was submitted on 1/29/2015. Broadvox did attempt to retrieve TN, but it had already been assigned to another customer. There is no way to recover the TN without severely disrupting this customer. Broadvox will offer a one-time \$150 payment to Complainant for any inconvenience. (California)

10/8/2014 – A porting complaint (#14-C00615948-1) was filed with the FCC; response was submitted on 11/5/2014. The TN was successfully ported out from the Broadvox network on 9/26/2014. (Utah)

10/1/2014 – A porting complaint (#14-C00614700-1) was filed with the FCC; response was submitted on 10/24/2014. The TN was released on 9/27/2014, with a Firm Order Confirmation ("FOC") date of 9/30/2014. (Washington)

6/11/2014 – A porting complaint (#14-C00575790-1) was filed with the FCC; response was submitted on 7/11/2014. The TN was automatically released to AT&T the original service



provider. According to industry standards, when a ported TN is disconnected the TN is released to the original service provider (AT&T). As a result, the TN is no longer active on the Broadvox network and Broadvox has not control over it, including the ability to port the TN. (Florida)

4/30/2014 – A slamming complaint (#14-C00566954-1) was filed with the FCC; response was submitted on 5/21/2014. On 3/3/2014 Complainant signed an LOA authorizing Telenegy, Callcentric, and Callcentric Wholesale to act as agent. The LOA clearly stated that Broadvox was the current service provider, and it is also clear that Broadvox did not slam the TN. Broadvox released the TN on 3/5/2014 granting an FOC date of 3/12/2014. Broadvox ported the TN in accordance with the FOC. (Massachusetts)

3/5/2014 – A porting complaint (#14-C00562451-1), including a disputed charges in the amount of \$520, was filed with the FCC; response was submitted on 4/2/2014. On 2/10/2014, Broadvox received an email from Barbara Al beirut of AT&T requesting that approximately 100 TNs be ported to AT&T. On 2/14/2014, Broadvox requested AT&T to list all TNs to be ported on a separate worksheet of the Local Service Request (“LSR”); Broadvox received the list on 2/17/2014 and an FOC date of 2/27/2014 was assigned. On 2/19/2014 Broadvox confirmed the FOC date with AT&T via email, and the TNs were ported on 2/27/2014. Complainant cites the email he received on 2/17/2014 from Hemal Patel of AT&T as the basis for the \$520 claim. Mr. Patel states in his email that “we are waiting for Broadvox to respond with an update on confirmation.” Broadvox was in contact with AT&T during this time period; however, Broadvox was in contact with Ms. Al beirut, not Mr. Patel. (Florida)

11/27/2013 – An unauthorized porting complaint (#13-C00541214 1) was filed with the FCC; response was submitted on 1/7/2014. The owner of the TN signed an LOA authorizing Broadvox’s wholesale customer to act as its agent. The LOA specifically references Complainant as the individual authorized with the losing carrier. Broadvox’s wholesale customer submitted a port request on 6/17/2013, and the port was completed on 6/25/2013 pursuant to the authority granted in the LOA. (California)

11/27/2013 – A service complaint (#13-00540308-1) was filed with the FCC; response was submitted on 1/7/2014. Broadvox denies all allegations, including allegations that Broadvox staff reprogrammed Complainant’s phones incorrectly, resulting in three days without service, and that Broadvox lost the password which required Complainant’s phones to be completely reprogrammed. Broadvox has no records of service order regarding reprogramming Complainant’s phones or losing the system password. The three-four day turnaround time to program phones is consistent with the terms of Broadvox’s Service Level Agreement (“SLA”), which is incorporated into Complainant’s service agreement with Broadvox. Two of the service requests were submitted by Complainant in error, and three were closed after Complainant failed to return Broadvox’s calls after three days. All remaining service requests were processed in accordance with the SLA. (Illinois)

10/30/2013 – A spoofing complaint (#13-C00532142-1) was filed with the FCC; response was submitted 12/2/2013. Broadvox has contacted Complainant numerous times to explain that by operating a “pin-less” platform he leaves his system extremely susceptible and vulnerable to the exact type of activity that is now penetrating his platform. Broadvox has advised Complainant that by installing a system that requires a “pin” to access it he will reduce, if not eliminate, the type of activity he is currently experiencing. Also, due to the confidential nature of the



information Complainant is requesting, Broadvox cannot release the call detail records ("CDR") without a subpoena. A supplemental response was submitted to the FCC on 3/20/2014 clarifying that Broadvox did in fact release all CDRs requested by Complainant that included the date and time of calls made, as well as the calling/dialed number. The CDR did not provide service providers information for each call contained with the CDRs; this information will not be released without a proper subpoena. (Florida)

9/18/2013 – A porting complaint (#13-C00525497-1) was filed with the FCC; response was submitted on 10/17/2013. A port request was submitted on 7/16/2013. The order was cancelled on 8/29/2013 because the TNs belong to Windstream and Broadvox does not have an Interconnection Agreement ("ICA") with Windstream. Therefore, the TNs cannot be ported from Windstream. (Florida)

8/7/2013 – A billing/rates complaint (#13-C00512431 1), including a disputed charges in the amount of \$100, was filed with FCC; response was submitted on 9/6/2013. Complainant was charged \$50 per call for two 911 calls that Complainant claims were not made from their system. There are multiple TNs associated with Complainant's account, including two from which the 911 calls were placed. All tickets were reviewed relating to complainant, and there is no record of a dispute regarding charges. Broadvox will review any information Complainant can provide to support Complainant's claim that the 911 calls were not made by his account. (Maryland)

6/26/2013 – A porting complaint (#13 C00503868 1) was filed with the FCC; response was submitted on 8/2/2013. Complainant submitted a port request on 5/29/2013, which was rejected due to an invalid information. The request was resubmitted on 6/5/2013, and was again rejected due to invalid information. A cancellation request was submitted and the order was cancelled on 6/6/2013. A port request was resubmitted 6/7/2013. On 6/8/2013, Complainant was advised to resubmit the request due to the migration of Broadvox's system. Pursuant to Broadvox's porting rules, the Complainant could have submitted a request to expedite its port request and it would have been processed immediately; this was not done by the Complaint. On 6/18/2013 the port request was resubmitted and was rejected on 6/24/2013 due to invalid information. An LSR was submitted on 7/1/2013, and the TN was ported at that time. The TN is no longer active with Broadvox. (Illinois)

4/10/2013 – A porting complaint (#13 00483660 1) was filed with the FCC; response was submitted on 5/2/2013. Broadvox received a port request on 3/11/2013. Broadvox initiated the port request many times with Voicepulse and Windstream, but had not help from either provider. The TN was successfully ported on 4/5/2013. (Georgia)

12/26/2012 – A porting complaint (#12-C00445702-1) was filed with the FCC; response was submitted 1/8/2013. The TNs are assigned to Agility Technology through Level 3. An email was sent to Complainant advising him that Broadvox is unable to process the port-out request and that the request must be submitted directly Level 3. Complainant was advised that Level 3 can also provide a CSR. (Illinois)

10/3/2012 – An unauthorized porting complaint (#12 C00426623 1) was filed with the FCC; response was submitted on 10/30/2012. Broadvox received a request from PATLive on 7/18/2012 to port the TN, and the TN was successfully ported on 7/26/2012. On 8/7/2012, the TN was ported back to Bandwidth in response to a request by PATLive. On 8/8/2012, PATLive submitted



another request to port the TN, and the order was completed on 8/28/2012. The TN was ported back to Bandwidth on 9/10/2012, where it currently remains. (Washington)

7/18/2012 – A porting complaint (#12-C00406420-1) was filed with the FCC; response was submitted on 8/15/2012. On 5/25/2012 Broadvox received a request to port the TN. The request was rejected by AT&T on 6/13/2012. The request was resubmitted on 6/14/2012, and the TN was ported on 7/16/2012. (Tennessee)

5/30/2012 – A porting complaint (#12-C00395487-1) was filed with the FCC; response was submitted on 6/5/2012. A request was received on 1/31/2012 to port TNs to the Broadvox network. The order was rejected on the same day stating that the TNs belong to two different carriers. The order was resubmitted on 2/7/2012. However, it was rejected due to invalid information. The order was submitted on 3/13/2012, but was again rejected on 3/15/2012 for invalid information. Complainant contacted Windstream on 4/11/2012 and Windstream provided Complainant with correct information. At this time, Windstream disconnected Complainant's service. Broadvox advised the end user to restore the TNs in order to port them. Once Broadvox received confirmation that the TNs were restored, the order was resubmitted on 5/7/2012 and an FOC date of 5/16/2012 was received. The TNs were ported on the assigned FOC date of 5/16/2012. Two of the TNs were previously cancelled and there is no open order for these numbers. Please note that it appears that this Complaint was actually (and properly) addressed to Windstream. (Kentucky)

5/23/2012 – A porting complaint (#12-C00389571-1) was filed with the FCC; response was submitted on 6/22/2012. Complainant requested TNs be ported to Paetec. The request was rejected due to Paetec's use of incorrect end-user information. Complainant contacted Broadvox on 2/27/2012 requesting assistance, and on 2/29/2012 Broadvox emailed Complainant detailed instructions for porting successfully. Broadvox repeatedly informed Complainant that it is Paetec's responsibility to submit the port request with the correct information. As of 6/22/2012, the TNs had not yet been ported, and Broadvox was still working with Complainant to resolve. (California)

4/18/2012 – A porting complaint (#12-C00382907-1) was filed with the FCC; response was submitted on 5/3/2012. Broadvox received a request to port TNs on 3/16/2012, and the request was completed on 3/29/2012. (Massachusetts)

3/28/2014 - A porting complaint (#12-C00381328-1) was filed with the FCC; response was submitted on 5/11/2012. On 3/8/2012, Broadvox decommissioned a circuit in Seattle which resulted in certain Direct Inward Dialing ("DID") numbers being transferred from Focal to Level 3. Level 3 notified Broadvox that the TNs were inactive, and on 3/12/2012 the TNs were disconnected. The TNs were in fact active, and Broadvox expedited the TNs to be reactivated and on 3/23/2012 the TNs were ported from Focal to Level 3 as originally planned. (Kansas)

2/22/2012 - A billing practices/rate structure complaint (#12-C00362094 1), including a disputed charges in the amount of \$554.45; response was filed with the FCC; response was submitted on 3/22/2012. Complainant's account was cancelled on 11/18/2011, and Broadvox issued a full refund in the amount of \$554.45. (Florida)



2/22/2012 – A billing complaint (#11 C00310950 1), including disputed charges in the amount of \$59.99, was filed with the FCC; response was submitted on 9/22/2011. Complainant was charged \$59.99 for an E911 call made from the TN. The TN is assigned to a Broadvox wholesale customer, Itelfone, Inc.. Broadvox advised Complainant that the billing complaint should be addressed to Itelfone and not Broadvox. (Illinois)

2) Better Business Bureau of Texas (“Texas BBB”)

2/20/2014 – A billing complaint (#91281994) was filed with the Texas BBB; response was submitted on 3/11/2014. Broadvox received an initial request from Complainant to cancel service on 5/2/2013 and immediately responded seeking confirmation. Broadvox records reveal a response was never received from Complainant confirming the request to terminate. Nonetheless, Broadvox has agreed to refund Complainant any and all charges assessed between 5/2/2013 and date of Broadvox’s response to the Texas BBB. Broadvox adjusted its records to reflect the account as terminated.

3) Florida Department of Agriculture and Consumer Services (“Florida DACS”)

2/21/2013 – An unsolicited call complaint (#1302-07754 / JD) was filed with the Florida DACS; response was submitted on 3/25/2013. Complaint received an unsolicited call from a Broadvox TN. Broadvox contacted Complainant and the customer of record who purchased the TN to ensure that any and all harassing and unsolicited call from the TN would cease immediately.

4) Minnesota AG

8/21/2013 – An unsolicited call complaint (#MAF/2013/489336/I) was filed with the Minnesota AG against Origination Technologies, LLC (“Origination”), an affiliate of Broadvox which has been dissolved; response was submitted on 9/13/2013. Broadvox, on behalf of Origination, contacted its customer via email to verify calls are being made. Customer was advised to take all necessary measures necessary to ensure the calls are stopped. The TN was crippled and any calls from the TN will be rejected.

12/3/2012 (and 12/24/2012) – An unsolicited call complaint (#MAF/2013/439336/I) was filed with the Minnesota AG against Origination; response was submitted on 1/7/2013. Broadvox, on behalf of Origination, contacted Complainant and explained origination traffic v. termination traffic. Complainant was advised to contact her current phone service provider directly and ask it to research where the calls originated.

5) Ohio Public Utilities Commission (“Ohio PUC”)

2/27/2015 – A porting complaint was filed with the Ohio PUC; response was submitted on 3/5/2015. Complainant claims TN was ported without his authorization. The TN was ported pursuant to an LOA dated 10/30/2014, signed by Complainant. Based on the information contained in the LOA, the TN was ported on 12/1/2014



ANPI Business, LLC:

1) Federal Communication Commission ("FCC")

10/24/2012 – (12-C00427516) Billing dispute filed, included billing charges disputed in the amount of \$3131.82 due to allegations of fraud made by complainant. Disputed charges were paid by the customer resolving the issue.

2/13/2013 – (13-C00465600) Long Distance call completion issue. On February 27, 2013, investigation determined Clear Creek Mutual Telephone failed to load the number. Clear Creek did add the number, connection was completed and the issue was resolved.

7/24/2013 – (13-C00497300) Customer complained of lack of refund to an account cancelled April 3, 2013. A refund check was sent to the customer on June 28, 2013 and was never cashed. A new check was reissued and sent via FedEx August 12, 2013. Response was forwarded to FCC on August 20, 2013 and the matter is considered resolved.

8/14/2013 – (13-C00504423) This complaint was filed sighting billing and disputed charges. The complainant disputes activity dating back over two years, became delinquent and advised of payment never received by ANPI Business, LLC (formerly Zone Telecom, LLC). In an effort to resolve this matter, ANPI Business reduced the balance due from \$28,484.29 to \$6,448.77. This matter is considered resolved.

2) Colorado Public Utility Commission

2/22/2016 – (114953) Account cancellation dispute. Response was made to CO PUC on 3/1/2016 stating the account had not been cancelled in writing by the customer. ANPI Business considered receipt of complaint sufficient notice in writing the balance was credited and account was cancelled. This matter is considered resolved.

3) Better Business Bureau of Central Illinois, Inc.

5/31/2013 – (00624974) Complaint filed with the BBB regarding request for refund. Response to BBB was submitted June 7, 2013. Refund was processed and matter was considered complete.

4) Illinois Attorney General

July 13, 2015 – (2015-CONSC-00005909) Billing dispute for charges and cancellation of account. The matter was resolved by crediting the account and cancelling the customer's account.

5) Louisiana Public Service Commission

3/3/2013 – (00523566) Billing dispute. Customer was receiving bills for \$.01. Matter was resolved by crediting the account and cancelling the account as requested by the residential customer. Nelda Reed of PSC was contacted and informed of this intent; the matter was considered resolved.



6) Montana Public Service Commission

7/11/2013 – (406-882-4864) Billing dispute for charges billed many months after changing long distance service. Response was made to MT PSC on July 31, 2013, this end user was billed by Centurylink (and the carrier) at rates determined between them and the end user. Here Zone Telecom provided resold services to the retail provider on a wholesale basis. Our records indicate that the retail provider was billed monthly for services on this line. This matter is considered resolved.

7) Missouri Attorney General

1/19/2012 – DO NOT CALL COMPLAINT (CF-2011-25616)

A complaint regarding harassing phone calls from “Vietnam Veterans” was filed with the Missouri AG; response was submitted on February 16, 2012. The phone number of the complainant was placed on the Do Not Call List” with Vietnam Veterans. This matter is considered resolved.

8) Texas Public Service Commission

6/14/2014 – (CP2014060755) This complaint was a porting issue due to incorrect address and customer information. ANPI Business worked with Level 3 to escalate and resolve the porting issues. The customer was ported the issue was resolved.



EXHIBIT D

Key Management Biographies

Biographies of Key Onvoy Management

Fritz Hendricks, *President*

Fritz Hendricks has more than 30 years of experience in the telecommunications industry. Fritz was COO prior to becoming the president of Onvoy, Inc. As COO of Onvoy he was responsible for Engineering, Operations, Information Technology, Product Innovations, Product Management, Market Development and Customer Service.

Fritz started his career working at Cox Communications delivering competitive telecom services using a hybrid fiber coax system. After Cox, he had a 17 year career with US WEST (now CenturyLink) where he held leadership positions in center and field operations, next generation business and technology planning, engineering, and systems automation culminating as the Vice President of Operations for Qwest Global Services.

Fritz has served as the Chairman of the Minnesota Telecom Alliance Technology and Engineering Board and on the Best Prep Tech Corp Board of Directors, a non-profit organization that supports the advancement of technology education in public schools.

Fritz holds a Bachelor of Science degree from the University of Bellevue and is a graduate of the Carnegie Mellon Information Networking Institute for Advance Telecommunication Innovation.

Surendra Saboo, *Executive Vice President/COO*

Dr. Surendra Saboo has more than 28 years of telecommunications executive management experience. Prior to becoming the EVP and COO of Onvoy, Surendra was the CEO of the Telecom Services Division of Transaction Network Services (TNS). Preceding TNS, Surendra was the President and COO of Inteliquent where he was responsible for Sales, Product Management, Network Engineering and Operations, Service Delivery, Customer Care and Information Technology.

Surendra started his career with AT&T in 1986 as a member of the technical staff at Bell Laboratories in Holmdel, NJ and then spent the next 14 years in a variety of operating areas, including research and development, engineering, product management, strategy, systems development and operations. He was instrumental in launching AT&T into local services after the Telecommunications Act of 1996.

After AT&T, Surendra was the Chairman, CEO and Founder of Teledigm, an e-CRM software product company in Dallas. In June 200, he joined Comcast as Executive Vice President and Chief Operating Officer of Broadnet, a pan-European subsidiary of Comcast based in Brussels,



where he was responsible for launching broadband services in six EU countries. In 2002, he returned to the U.S. and became the Vice President of Product Development and Operations for Comcast's voice business. In this capacity, he was responsible for launching the VoIP-based Comcast digital voice service and ended his tenure at Comcast as the Vice President of Voice Services.

Surendra holds a B.S. degree in Mechanical Engineering from the Birla Institute of Technology, India, and a M.S. and Ph.D. in Industrial and Systems Engineering from the Ohio State University, Columbus, OH. He has also completed the Advanced Management Program from University of Hawaii.

Teri Asiala, Executive VP – Corporate Mergers & Acquisitions

Teri rejoined Onvoy in 2008 and runs Sales, Product Management, Customer Service and Sales Engineering. She has 23 years of experience in the telecommunications industry starting her telecom career as one of the founding employees of Onvoy (MEANS) in 1992. As Director of IT, Teri led the IT, Customer Service, ISP and Product Development organizations before leaving in 1998 to join Ovation Communications. Ovation was later purchased by McLeodUSA, where Teri became the VP of the IT organization and was a member of the Executive team.

After leaving McLeodUSA, she became an independent management consultant and assisted numerous CLECs and ILECs with all aspects of their business including regulatory and interconnection support, revenue assurance, operational processes and IT support.

Michael Donahue, Chief Financial Officer

Michael Donahue has more than 26 years of experience in the telecommunications industry and been with Onvoy since 2008. Prior to joining Onvoy Voice Services, Mike was VP of Finance/Treasurer at Eschelon Telecom and was also VP of Accounting/Controller. Mike was one of the original employees at Eschelon and had at various times responsibilities over all aspects of Finance and Accounting including the company's Initial Public Offering and successful sale to Integra Telecom.

Prior to Eschelon, Mike worked at Enhanced TeleManagement and Frontier in various Accounting and Finance management roles.

Mike holds an MBA in Finance and BSB degree in Accounting – both from the Carlson School of Business at the University of Minnesota and is a Certified Public Accountant.

Scott Sawyer, General Counsel

Scott joined Onvoy in 2009. He has over 23 years of experience representing telecommunications carriers in legal and regulatory matters. Before joining Onvoy, Mr. Sawyer



was engaged in private practice, where he provided legal and regulatory advice to competitive local exchange carriers and network providers.

Before that, Scott served as Vice President of Regulatory Affairs and Counsel for Conversent Communications, where he was responsible for all advocacy before the FCC, Congress, and state public utility commissions; for compliance with laws, rules and regulations; for the negotiation and arbitration of interconnection agreements and other commercial contracts; and for supporting sales, engineering, customer service, and finance.

Scott has a law degree from Northeastern University, a Masters in Public Affairs from the University of Texas and a BA from Bowdoin College.

John Hanna, *Executive Vice President*

John has 23 years of experience in the IT field, 20 years of which are in the telecommunications industry. John started his career at US West where he held developer, project manager, application development manager and Distinguished Principle Systems Architect titles where he designed and led the development of systems core to supporting Frame Relay, ATM, and DSL. John also held the position of Director of Total Care Network Operations prior to joining Onvoy as the Director of IT.

In his current role, John is currently responsible for running all aspects of the cloud services business unit.

John holds a Bachelor of Science degree in Computer Science from the University of Minnesota – Twin Cities.



EXHIBIT E

Financial Statements

This information is Confidential pursuant to Section 552.110 of the Texas Open Records Act, Tex. Gov't Code Ann. 552.110, and Section 22.71(d) of the Commission's Procedural Rules, P.U.C. Proc. Rule § 22.71(d). The information provided in Exhibit E contains critical commercially sensitive and competitively significant customer data that is not available to the general public. Disclosure of this information would place Applicants at a significant competitive disadvantage, impede full and fair competition, and undermine business plans in Texas. In contrast, confidential treatment will not adversely affect any interested party.

