

# Morgan Lewis

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May 27, 2016

## ***VIA E-FILING***

Steven V. King, Executive Secretary  
Washington Utilities and Transportation Commission  
1300 S. Evergreen Park Drive  
Olympia, WA 98504-7250  
records@wutc.wa.gov

**Re: Notification Regarding the Proposed Transfer of Indirect Control of ANPI Business, LLC and ANPI, LLC to Onvoy, LLC**

Dear Mr. King:

By this letter, Onvoy, LLC ("Onvoy" or "Transferee"); ANPI Business, LLC ("ANPI-Biz") and ANPI, LLC (together with ANPI-Biz, the "Licensees"); ANPI Holding, Inc. ("ANPI Holding"); and Zone USA, Inc. ("Zone" and together with ANPI Holding, the "Transferors") (collectively, the "Parties") notify the Commission of the proposed transfer of indirect control of ANPI-Biz and ANPI, LLC to Transferee (the "*ANPI Transaction*"). Because Commission action is not required for the *ANPI Transaction*, the Parties submit this letter for informational purposes.

### **Description of the Parties**

#### **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"). 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 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 except Alaska. In Washington, Onvoy is authorized to provide intrastate telecommunications services as a telecommunications company with competitive classification pursuant to its Certificate of Registration as a telecommunications company with competitive classification granted in Docket No. UT-112010. In addition, Onvoy's wholly owned direct subsidiaries, Broadvox CLEC, LLC ("BV-CLEC") and Voyant Communications, LLC (formerly known as Zayo Enterprise

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Networks, LLC) (“Voyant”) are authorized to provide intrastate telecommunications services as a telecommunications companies with competitive classification pursuant to Certificates of Registration granted in Docket Nos. UT-090342 and UT-091817, respectively. Onvoy, BV-CLEC and Voyant also are authorized by the FCC to provide domestic and international telecommunications services.

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. The following fund owns a majority of Parent: GTCR Fund X/A LP (approximately 61.79%). 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.

**B. ANPI Business, LLC and ANPI, LLC**

ANPI-Biz and ANPI, LLC are Delaware limited liability companies and direct, wholly owned subsidiaries of ANZ Communications, LLC (“ANZ”), a Delaware limited liability company. ANPI-BIZ, ANPI, LLC and ANZ have a principal office at 3243 S. Meadowbrook Rd., Springfield, Illinois 62711. ANZ is a holding company and does not directly hold any authorizations or provide any telecommunications services.

ANPI-Biz provides wholesale and retail interexchange service throughout the U.S., and is authorized to provide competitive local exchange service in a limited number of states. In Washington, ANPI-Biz is authorized as a competitive telecommunications carrier pursuant to a Certificate of Registration granted in Docket No. UT-001362. ANPI-Biz is also authorized by the FCC to provide interstate and international telecommunications services.

ANPI, LLC provides wholesale interexchange service throughout the United States, and is authorized to provide competitive local exchange service in a limited number of states. In Washington, ANPI-LLC is authorized as a telecommunications company with competitive classification pursuant to its Certificate of Registration granted in Docket No. UT-120085. ANPI, LLC is also authorized by the FCC to provide interstate and international telecommunications services.

**C. Zone USA, Inc. and ANPI Holding, Inc.**

Zone is a Delaware corporation with a principal office at PO Box 30533, Philadelphia, Pennsylvania 19103. ANPI Holding is an Illinois corporation with a principal office at 3243 S. Meadowbrook Road, Springfield, Illinois 62711. Zone and ANPI Holding are holding companies, each owning 50 percent of ANZ, and neither directly provides any telecommunications service.

### **Contacts**

For the purposes of this filing, contacts are as follows:

For Transferee:

Russell M. Blau  
Brett P. Ferenchak  
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For Transferors and Licensees:

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703-812-0478 (tel)  
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With a copy for Transferee to

Scott Sawyer, General Counsel  
Onvoy, LLC  
218 Nayatt Rd.  
Barrington, RI 02806  
[scott.sawyer@onvoy.com](mailto:scott.sawyer@onvoy.com)

With a copy for Transferors and Licensees to:

Joseph O'Hara, CFO  
ANPI, LLC  
ANPI Business, LLC  
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With a copy for Parent to:

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[stephen.master@gtcr.com](mailto:stephen.master@gtcr.com)

### **Description of the ANPI Transaction**

Pursuant to transactions arising from the Membership Interest Contribution and Purchase Agreement by and among ANPI Holding, Zone, Onvoy, and Parent, dated as of April 13, 2016, Onvoy and Parent will acquire all of the outstanding membership interests in ANZ and Parent will transfer all of the membership interests it receives in ANZ to Onvoy. As a result, ANZ will be a direct, wholly owned subsidiary of Onvoy; and ANPI-Biz and ANPI, LLC will be indirect, wholly owned subsidiaries of Onvoy. Following closing, ANPI-Biz and ANPI, LLC will be ultimately wholly owned by Parent.<sup>1</sup>

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<sup>1</sup> As part of the consideration for the *ANPI Transaction*, ANPI Holding and Zone will obtain an ownership interest in Parent of collectively less than 6 percent.

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

The *ANPI Transaction* will bring together two successful enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. The financial, technical, and managerial resources that Onvoy and GTCR LLC will bring to Licensees are expected to enhance the ability of Licensees to compete in the telecommunications marketplace. Since the *ANPI Transaction* will occur at the holding company level, it will be completely transparent and seamless from a customer's perspective. Immediately following the *ANPI Transaction*, 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 *ANPI Transaction* will be that that Licensees' ownership will change, with Onvoy, and ultimately Parent, being the new owners.

\* \* \* \*

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

Respectfully submitted,



Russell M. Blau  
Brett P. Ferenchak

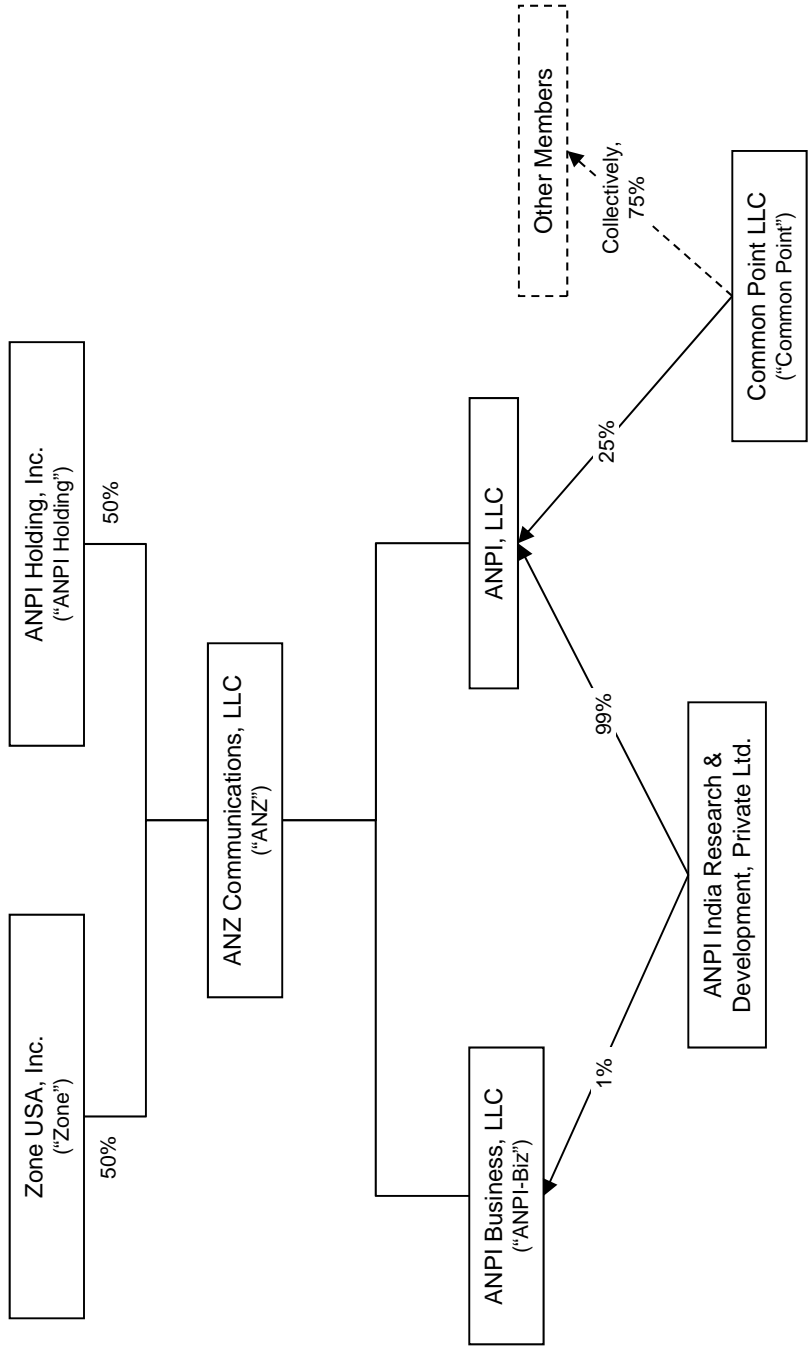
Counsel for Onvoy, LLC

Cc: Cheng-yi Liu (Counsel for Transferors and Licensees)

**EXHIBIT A**

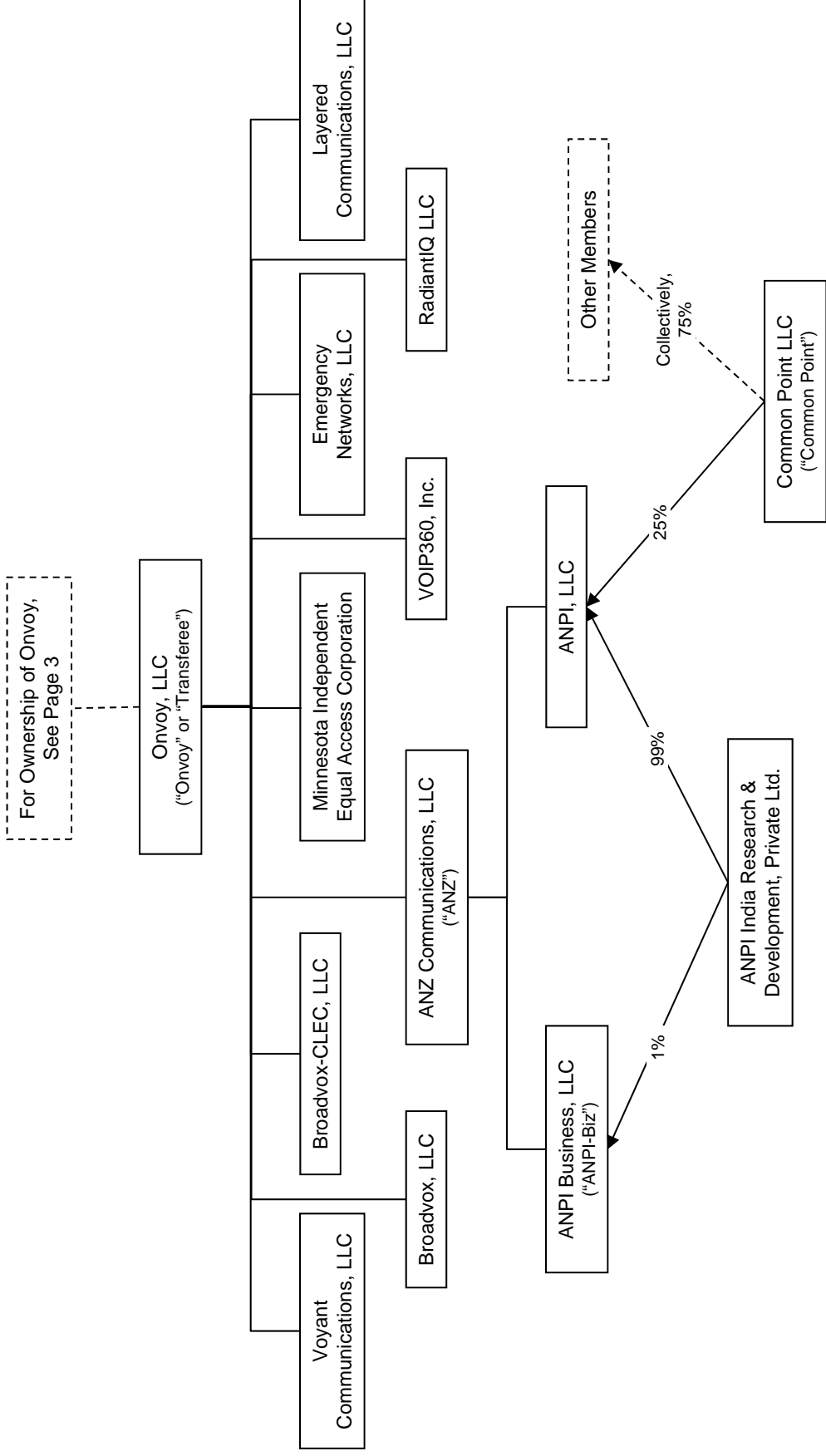
**Diagrams of the Pre- and Post-*ANPI Transaction* Corporate Ownership Structures**

# Pre-ANPI Transaction Corporate Ownership Structure of Licensees



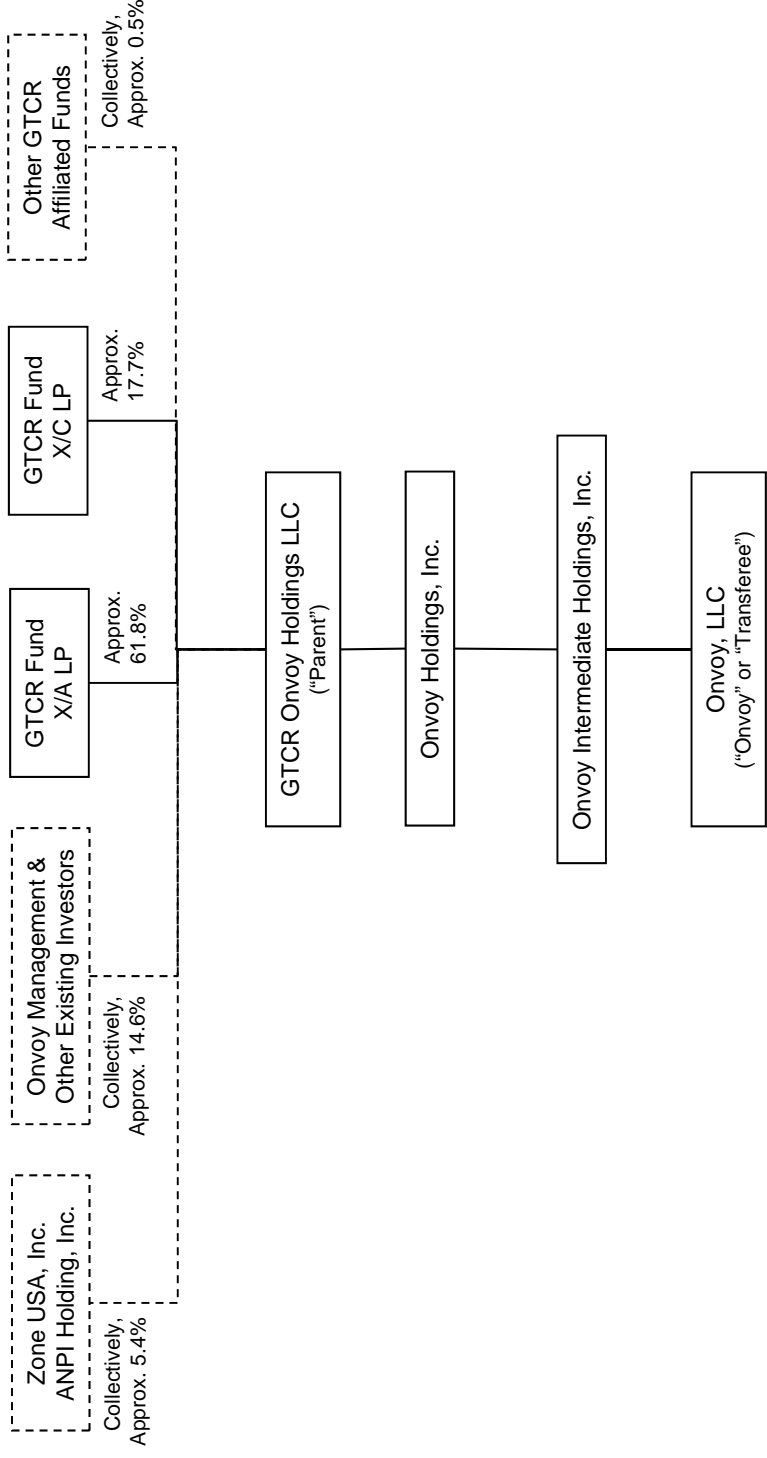
Unless indicated all ownership percentages are 100%.

# Post-ANPI Transaction Corporate Ownership Structure of Licensees



Unless indicated all ownership percentages are 100%.

Post-ANPI Transaction Corporate Ownership Structure of Onvoy



Unless indicated all ownership percentages are 100%.



## 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 27<sup>th</sup> day of April, 2016.

  
\_\_\_\_\_  
Scott Sawyer  
General Counsel  
Onvoy, LLC

## VERIFICATION

I, Eamon P.M. Egan, state that I am Senior Vice President of ANPI, LLC and ANPI Business, LLC (together, "ANPI-OpCos") and President of Zone USA, Inc. (together with ANPI-OpCos, the "Companies"); that I am authorized to make this Verification on behalf of the Companies; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Companies 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 20<sup>th</sup> day of April 2016.

  
\_\_\_\_\_  
Eamon P.M. Egan  
Senior Vice President of  
ANPI, LLC  
ANPI Business, LLC  
President of  
Zone USA, Inc.

## VERIFICATION

I, Joseph O'Hara, state that I am Chief Financial Officer of ANPI, LLC and ANPI Business, LLC (together, "ANPI-OpCos") and Assistant Treasurer of Common Point, LLC (together with ANPI-OpCos, the "Companies"); that I am authorized to make this Verification on behalf of the Companies; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Companies 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 21<sup>st</sup> day of April 2016.



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Joseph O'Hara  
Chief Financial Officer of  
ANPI, LLC  
ANPI Business, LLC  
Assistant Treasurer of Common Point, LLC

## VERIFICATION

I, Eric Schmidt, state that I am Chairman of ANPI Holding, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing, insofar as it relates to the Company, 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 22<sup>nd</sup> day of April, 2016.



Eric Schmidt  
Chairman  
ANPI Holding, Inc.