BINGHAM

CONFIDENTIAL TREATMENT REQUESTED per WAC 480-07-160

Jean L. Kiddoo Brett P. Ferenchak jean.kiddoo@bingham.com brett.ferenchak@bingham.com

November 21, 2011

Via E-Filing

David Danner, Executive Secretary Washington Utilities and Transportation Commission 1300 South Evergreen Park Drive, S.W. Olympia, WA 98504

But P Ferenchale

Re: Onvoy, Inc. - Registration and Request for Competitive Classification

Dear Mr. Danner:

On behalf of Onvoy, Inc. ("Onvoy"), attached for filing is the above-referenced Registration. Please note that the balance sheet of Onvoy attached to the Registration is confidential. Therefore, confidential and public (redacted) versions of this filing are being submitted. The balance sheet contains valuable commercial and financial information that is protected by RCW 80.04.095 and WAC 480-07-160. Onvoy, therefore, requests that the Commission treat the balance sheet as confidential and not release it to the public.

Please date stamp the extra copy of this filing and return it in the self-addressed, postage paid envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely yours,

Jean L. Kiddoo Brett P. Ferenchak

Counsel to Onvoy, Inc.

Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley

Washington

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REGISTRATION AND COMPETITIVE CLASSIFICATION OF TELECOMMUNICATION COMPANIES

All telecommunications companies must register with the Utilities and Transportation Commission (UTC) prior to beginning operations in the state of Washington. Refer to RCW 80.36, WAC 480-121, 480-80, and 480-120.

1300 South Evergreen Park Drive SW PO Box 47250 Olympia, WA 98504-7250 Telephone 360-664-1160 / Fax 360-586-1150 TTY 360-586-8203 or 1-800-416-5289 Website: www.wutc.wa.gov

The UTC has a policy of providing equal access to its services. To request this document in alternate formats, please call 360-664-1133.

- Complete the application form.
- Submit these forms via the Records Center Web portal or e-mail to records@wutc.wa.gov as an electronic attachment. UTC encourages electronic submission of filings.
- UTC will issue a registration certificate with an effective date 30 days from the date the completed application is received and approved.

Include the following:					
⊠Current Balance Sheet	☐ Latest Annual Report, if any				
Competitive Classification					
Applicant is subject to Yes No outlined in WAC 480-	o effective competition and requests waiver of regulatory requirements -121-063 (1).				
Telecommunications Company Information					

Company Name: **Onvoy, Inc.** d/b/a: Company Mailing Address: **300 South Highway 169, Suite 700**

City/State/Zip: **Minneapolis, MN 55426-1137** Web Site Address: **http://www.onvoy.com**

Unified Business Identification Number (UBI): 603-155-761

(If you do not know your UBI number or need to request one contact the Department of Licensing at 360-664-1400)

A/74583813.3

Questions regarding this application should be directed to:

Name: Jean L. Kiddoo and Brett P. Ferenchak - Bingham McCutchen LLP

Phone Number: 202-373-6000 Fax Number: 202-373-6001 E-mail:jean.kiddoo@bingham.com

brett.ferenchak@bingham.com

Mailing Address: Bingham McCutchen, LLP, 2020 K Street, NW

City/State/Zip: Washington, DC 20007-1806

Registered Agent (A Washington Agent is required if the company is located outside Washington State):

Name: CT Corporation System

Mailing Address: 1801 West Bay Drive, NW, Suite 206

City/State/Zip: Olympia, WA 98502

Phone Number: 360-357-6794

Name, address and title of each officer or director (attach additional pages if needed)

Name	Address	<u>Title</u>
Dan Caruso	400 Centennial Parkway, Suite 200	CEO and President
	Louisville, CO 80027	
Ken desGarennes	400 Centennial Parkway, Suite 200	Vice President and CFO
	Louisville, CO 80027	
Scott Beer	400 Centennial Parkway, Suite 200	Vice President, General Counsel &
	Louisville, CO 80027	Secretary

Regulatory Contact:

Name: Scott Sawyer, General Counsel

Mailing Address: 300 South Highway 169, Suite 700, Minneapolis, MN 55426-1137

Phone Number: 952-230-4660 Fax Number: 952-230-4300

E-mail: scott.sawver@onvov.com

Consumer Questions and/or Complaint Contact:

Name: Onvoy Customer Care

Mailing Address: 300 South Highway 169, Suite 700, Minneapolis, MN 55426-1137

Phone Number: **800-933-1224, option 4** Fax Number: **952-230-4227**

E-mail: customercare@onvoy.com

Emergency Contact:

Name: Onvoy Network Control Center

Mailing Address: 300 South Highway 169, Suite 700, Minneapolis, MN 55426-1137

Phone Number: **800-933-1224, option 2** Fax Number:

E-mail: ovsnocticket@onvoy.com

If escalation is necessary, the following is the contact:

Tim Bond]

Direct: 952-230-4438 tim.bond@onvoy.com

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Telecommunication services that will be provided (check all that apply):						
\boxtimes	Local Exchange Service (Resale)	\boxtimes	Data Services			
	Calling Cards		Prepaid Calling Cards			
	Alternate Operator Services		Directory Assistance			
\boxtimes	Long Distance Interlata	\boxtimes	WATS (800/888)			
\boxtimes	Long Distance Intralata					
\boxtimes	Other, please specify: (1) Facilities-Based Loc IntraLATA and InterLA					
switching, (4) transit, (5) intrastate PRI service, (6) direct inward dialing and						
	(7) SS7 services			·		

Onvoy's services will initial be provided to other carriers on a wholesale basis.

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Onvoy Balance Sheet

(REDACTED)

Onvoy, Inc.

CONSOLIDATED BALANCE SHEETS

June 30,

(in thousands, except number of shares)

	2011	2010
Assets		
Current assets		
Cash and cash equivalents	\$	\$
Trade receivables, net of allowances of \$\\$ at June 30, 2011		
and \$ at June 30, 2010		
Other receivables		
Prepaid expenses		
Deferred income taxes		
Total current assets		
Property and equipment, net of accumulated depreciation of		
\$ at June 30, 2011 and \$ at June 30, 2010		
Intangible assets, net of accumulated amortization of \$\\$at June 30, 2011		
and \$\ at June 30, 2010 Goodwill		
Deferred income taxes		
Debt issuance costs		
Other assets		
Total assets	<u> </u>	
	[#]	Ψ <u> </u>
Liabilities and shareholder's equity		
Current liabilities	dt.	ф
Accounts payable Accrued liabilities	\$	\$
Deferred revenue		
Debt - current		
Due to related party		
Total current liabilities		
Senior debt		
Share based compensation		
Deferred revenue		
Other long-term liabilities		
Total liabilities		
Stockholder's equity		
Common stock, 1,000 shares authorized, issued and outstanding		
Additional paid in capital		
Retained earnings		
Total stockholder's equity		
Total liabilities and stockholder's equity	\$	 \$

The accompanying notes are an integral part of these consolidated financial statements.