## The Public Utilities Commission of Ohio

## TELECOMMUNICATIONS FILING FORM

(Effective: 9-2-2015)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application for Approval to Transfer	)	TRF D	ocket No.	
Indirect Control of Neutral Tandem-Michigan, LLC to Onvoy, LLC	)	Case No. 16-2227-TP-ACO NOTE: Unless you have reserved a Case #, leave the "Case No" field BLANK.		
Name of Registrant(s) Neutral Tandem-Michigan, LLC				
DBA(s) of Registrant(s) Not Applicable				
Address of Registrant(s) 550 West Adams St., Suite 900;	Chicago, I	L 60661		
Company Web Address www.inteliquent.com				
Regulatory Contact Person(s) John Harrington, Senior Vi	<u>ice Presido</u>	<u>ent</u>	Phone <u>312-384-8000</u>	Fax 312-346-3276
Regulatory Contact Person's Email Address <u>jharrington@</u>	<u>vintelique</u>	nt.com		
Contact Person for Annual Report Angel Son				Phone <u>312-384-8000</u>
Address (if different from above)				
Consumer Contact Information Tabitha Long				Phone <u>312-384-8000</u>
Address (if different from above)		_		
Motion for protective order included with filing?		: Waiveı	rs may toll any automatic	timeframe.]
Notes:				

Section I and II are Pursuant to Chapter 4901:1-6 OAC.

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV - Attestation.

- (1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.
- (2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.
- (3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at <a href="https://www.puco.ohio.gov">www.puco.ohio.gov</a> under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.
- (4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

## All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
	Not Applicable. No tariff changes are anticipated
В	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right
	margin. Not Applicable.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
	See Exhibit C for a description of the Transaction.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the
	applicable rule(s).
	Not Applicable. Applicant will continue to provide service without change to rates, terms or conditions.

## Section I – Part I - Common Filings

		T		T		
Carrier Type ☐ Other (explain below)		For P	Profit ILEC	Not I	For Profit ILEC	CLEC
Change terms & conditions BLES	of existing	ATA (Auto 30	A <u>1-6-14(H)</u> 0 days)	ATA (Auto 3	A <u>1-6-14(H)</u> 0 days)	ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce non-recurring char or fee to BLES	rge, surcharge,					ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce or Increase Late P	ayment	(Auto 3	• /	ATA (Auto 3	A <u>1-6-14(I)</u> 0 days)	ATA <u>1-6-14(1)</u> (Auto 30 days)
Revisions to BLES Cap.		(0 day N	,			_
Introduce BLES or expand l area (calling area)	ocal service	0 day N	A <u>1-6-14(H)</u> Notice)	0 day N	A <u>1-6-14(H)</u> Notice)	TTA <u>1-6-14(H)</u> (0 day Notice)
Notice of no obligation to co facilities and provide BLES	onstruct	CO day N	A <u>1-6-27(C)</u> Notice)	O day N	A <u>1-6-27(C)</u> Notice)	
Change BLES Rates		TRI (0 day N	F <u>1-6-14(F)</u> Notice)	TRI (0 day N	F <u>1-6-14(F)(4)</u> Notice)	TRF <u>1-6-14(G)</u> (0 day Notice)
To obtain BLES pricing flex	ribility		1-6-14 (C)(1)(c) 30 days)			
Change in boundary		ACI (Auto 14	B <u>1-6-32</u> 4 days)	ACI (Auto 1	B <u>1-6-32</u> 4 days)	
Expand service operation are	ea					TRF <u>1-6-08(G)</u> (0 day)
BLES withdrawal						TTA <u>1-6-25(B)</u> (0 day Notice)
Other* (explain)						
Section I – Part II – Cu	ıstomer Notific	ation Of	ferings Pursuant	to Chap	ter <u>4901:1-6-7 OA</u>	<u>C</u>
Type of Notice	Direct M	ail	Bill Inser	rt	Bill Notation	Electronic Mail
☐ 15-day Notice						
30-day Notice						
Date Notice Sent: Not	Applicable					
Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC						
IOS	Introduce 1	New	Tariff Cha	nge	<b>Price Change</b>	Withdraw
□ IOS					П	

## Section II - Part I - Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

	ILEC	CLEC	Telecommunication	CESTC	CETC
Certification	(Out of Territory)		s Service Provider		
			Not Offering Local		
* See Supplemental	☐ ACE <u>1-6-08</u>	ACE <u>1-6-08</u>	ACE <u>1-6-08</u>	ACE <u>1-6-</u> 10	UNC <u>1-6-</u> 09
form	* (Auto 30- day)	*(Auto 30 day)	*(Auto 30 day)	(Auto 30 day)	*(Non-Auto)

## Section II - Part II - Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		ABN <u>1-6-26</u> (Auto 30 days)	ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	ACN <u>1-6-29(B)</u> (Auto 30 days)	ACN <u>1-6-29(B)</u> (Auto 30 days)	CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	ACO <u>1-6-29(E)</u> (Auto 30 days)	ACO <u>1-6-29(E)</u> (Auto 30 days)	☐ CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	AMT <u>1-6-29(E)</u> (Auto 30 days)	AMT <u>1-6-29(E)</u> (Auto 30 days)	CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	ATC <u>1-6-29(B)</u> (Auto 30 days)	ATC <u>1-6-29(B)</u> (Auto 30 days)	CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	ATR <u>1-6-29(B)</u> (Auto 30 days)	ATR <u>1-6-29(B)</u> (Auto 30 days)	CIO <u>1-6-29(C)</u> (0 day Notice)

<sup>\*</sup> Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

## Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	NAG <u>1-7-07</u> (Auto 90 day)	NAG <u>1-7-07</u> (Auto 90 day)
Request for Arbitration	ARB <u>1-7-09</u> (Non-Auto)	ARB <u>1-7-09</u> (Non-Auto)
Introduce or change c-t-c service tariffs,	ATA <u>1-7-14</u> (Auto 30 day)	ATA <u>1-7-14</u> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	UNC <u>1-7-04</u> or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights-of-Way.	ATA <u>1-3-04</u> (Auto 30 days)	
·		
Wireless Providers See 4901:1-6-24	RCC [Registration & Change in Operations] (0 day)	NAG [Interconnection Agreement or Amendment] (Auto 90 days)

<sup>\*</sup>Supplemental Certification forms can be found on the Commission Web Page.

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

## <u>AFFIDAVIT</u> Compliance with Commission Rules

I am an officer/agent of the applicant corporation	, and am authorized to make this statement on its behalf.
(Name)	
Please Check ALL that apply:	
☐ I attest that these tariffs comply with all applicable rules for the state of Ohimply Commission approval and that the Commission's rules as modified contradictory provisions in our tariff. We will fully comply with the rules of the can result in various penalties, including the suspension of our certificate to open	I and clarified from time to time, supersede any he state of Ohio and understand that noncompliance
☐ I attest that customer notices accompanying this filing form were sent to affect accordance with Rule 4901:1-6-7, Ohio Administrative Code.	ected customers, as specified in Section II, in
I declare under penalty of perjury that the foregoing is true and correct.	
Executed on (Date) at (Location)	
*(Signature and Title)	(Date)
*This affidavit is required for every tariff-affecting filing. It may be signed by a authorized agent of the applicant.	counsel or an officer of the applicant, or an
<u>VERIFICATION</u>	
I. Brett P. Ferenchak verify that I have utilized the Telecommunications F. Commission and that all of the information submitted here, and all additional in true and correct to the best of my knowledge.	
*(Signature and Title)/s/ Brett P. Ferenchak., Counsel to Onvoy, LLC *Verification is required for every filing. It may be signed by counsel or an of applicant.	

Filed document electronically as directed in case number 06-900-AU-WVR

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio Attention: Docketing Division 180 East Broad Street, Columbus, OH 43215-3793

STATE OF ILLINOIS	8
	{
COUNTY OF COOK	{

## VERIFICATION

I, John Harrington, state that I am Senior Vice President – Regulatory, Litigation & Human Resources of Inteliquent, Inc. and its subsidiaries (collectively, 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.

John/Harrington

Sentor Vice President - Regulatory, Litigation &

Human Resources

Inteliquent, Inc.

Sworn and subscribed before me this day of November, 2016.

Notary Public

My commission expires \_

OFFICIAL SEAL
DIANE HENRI
Notary Public - State of Illinois
Commission Expires May 17, 201

STATE OF RHODE ISLAND	§
	§
COUNTY OF BRISTOL	§

## **VERIFICATION**

I, Scott Sawyer, state that I am General Counsel of Onvoy, LLC and its subsidiaries (collectively, 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.

> Scott Sawyer General Counsel Onvoy, LLC

Sworn and subscribed before me this \_\_\_\_\_ day of November, 2016.

My commission expires <u>03-04-2018</u>

## **LIST OF EXHIBITS AND ATTACHMENTS**

Exhibit A Existing Tariff Title Page - **Not Applicable** 

Exhibit B Replacement Tariff Page - **Not Applicable** 

Exhibit C Description of Transaction

Exhibit C-1 Diagrams of the Pre- and Post-Transaction Corporate Organization

Structures

Exhibit D Customer Notice and Customer Notice Affidavit - **Not Applicable** 

Attachment 1 Certificates of Good Standing

Attachment 2 List of Officers and Directors

## **EXHIBIT C**

## **DESCRIPTION OF TRANSACTION**

Onvoy, LLC ("Onvoy" or "Transferee"); Neutral Tandem-Michigan, LLC ("Neutral Tandem") and Inteliquent, Inc. ("Inteliquent") (collectively, the "Applicants"), request Commission approval to the extent required, for the transfer of indirect control of Neutral Tandem to Transferee (the "Inteliquent Merger").

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"). 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. In Ohio, Onvoy is authorized to provide local exchange service and toll services pursuant to Revised Certificate

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. Upon completion of the *Inteliquent Merger*, the following funds are expected to own 20 percent or more of Parent: GTCR Fund X/A LP (approximately 70.4%); and GTCR Fund X/C LP (approximately 20.2%).

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<sup>TM</sup>—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.

No. 90-9360 issued in Case No. 14-1404-TP-ACN. In addition, the following wholly owned subsidiaries of Onvoy are also authorized to provide intrastate telecommunications in Ohio: (1) Broadvox CLEC, LLC ("BV-CLEC") is authorized to provide local exchange service and toll services pursuant to Revised Certificate No. 90-9302 granted in Case No. 12-1987-TP-CIO; (2) Voyant Communications, LLC (formerly known as Zayo Enterprise Networks, LLC) ("Voyant") is authorized to provide local exchange and competitive telecommunications provider services pursuant to Certificate No. 90-9378 granted in Case No. 16-859-TP-ACN; (3) ANPI Business ("ANPI-Biz") is authorized to provide local exchange and toll services pursuant to Revised Certificate No. 90-5980 granted in Case No. 13-0361-TP-CIO; and (4) ANPI, LLC ("ANPI") LLC is authorized to provide local exchange and toll services pursuant to Revised Certificate No. 90-5763 granted in Case No. 13-2383-TP-CIO.<sup>2</sup> Onvoy, BV-CLEC, Voyant, ANPI-Biz, and ANPI are also authorized by the FCC to provide domestic and international telecommunications services.

Additional information concerning the legal, technical, managerial and financial qualifications of Parent and Onvoy and its subsidiaries has recently been submitted to the Commission with their filings for various transactions and is therefore already a matter of public record. Applicants request that the Commission take official notice of these existing descriptions of Onvoy's qualifications and incorporate them by reference herein.<sup>3</sup>

## B. Neutral Tandem-Michigan, LLC and Inteliquent, Inc.

Neutral Tandem, a Delaware limited liability company, is a direct, wholly owned subsidiary of Inteliquent with a principal office at 550 W Adams St, 9th Floor, Chicago, IL

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In addition, Common Point, LLC, which is 25 percent owned by ANPI, is authorized to provide local exchange services pursuant to Certificate No. 90-9405 issued in Case No. 12-2751-TP-ACE.

<sup>&</sup>lt;sup>3</sup> See e.g., Docket Nos. 16-1040-TP-ACO & 16-0123-TP-ACO.

60661. Neutral Tandem and its affiliates provide intrastate telecommunications services throughout the United States. In Ohio, Neutral Tandem is authorized to provide local exchange and interexchange telecommunications services pursuant to Certificate No. 90-9283 issued in Case No. 04-404-TP-ACE on April 28, 2004. Inteliquent is authorized by the FCC to provide interstate and international telecommunications services.

## **Contacts**

Questions, correspondence or other communications concerning this filing should be directed to:

Russell M. Blau
Ronald W. Del Sesto, Jr.
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
russell.blau@morganlewis.com
ronald.delsesto@morganlewis.com
brett.ferenchak@morganlewis.com

With a copy to:

And:

Scott Sawyer, General Counsel Onvoy, LLC 218 Nayatt Rd. Barrington, RI 02806 scott.sawyer@onvoy.com John Harrington, Senior Vice President Inteliquent, Inc. 550 West Adams St., Suite 900 Chicago, IL 60661 jharrington@inteliquent.com

## **Description of the Transaction**

Pursuant to the Agreement and Plan of Merger, dated as of November 2, 2016, by and among Onvoy; Onvoy Igloo Merger Sub, Inc. (a direct, wholly owned 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"). 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 direct, wholly owned subsidiary of Onvoy. Neutral Tandem will remain a direct subsidiary of Inteliquent and, therefore, will become an indirect subsidiary of Onvoy

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.

Onvoy is managerially, technically, and financially well-qualified to complete the *Inteliquent Merger*. As noted above, Onvoy and its subsidiaries currently provide telecommunications services in the District of Columbia and all 50 states, including Virginia. For additional detail on the financial and managerial qualifications of Onvoy, please see www.onvoy.com. Neutral Tandem will therefore continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services to consumers in Virginia supported by experienced Onvoy management. Neutral Tandem will also be supported by the financial resources of Onvoy.

For the Commission's reference, diagrams depicting the pre- and post-transaction corporate organization structures are appended hereto as Exhibit C-1.

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

## **Public Interest Considerations**

Applicants submit that the *Inteliquent Merger* is in 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 combined financial, technical, and managerial resources of Onvoy and Inteliquent are expected to enhance the ability of their regulated subsidiaries (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 as 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.

## EXHIBIT C-1

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

# Pre-Inteliquent Merger Corporate Ownership Structure of "Neutral Tandem"

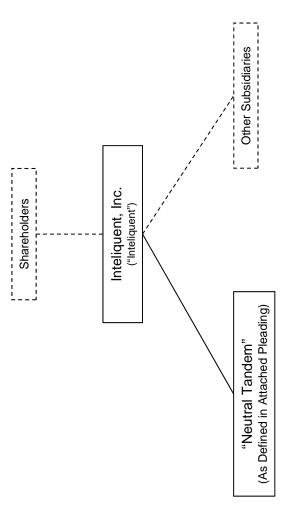
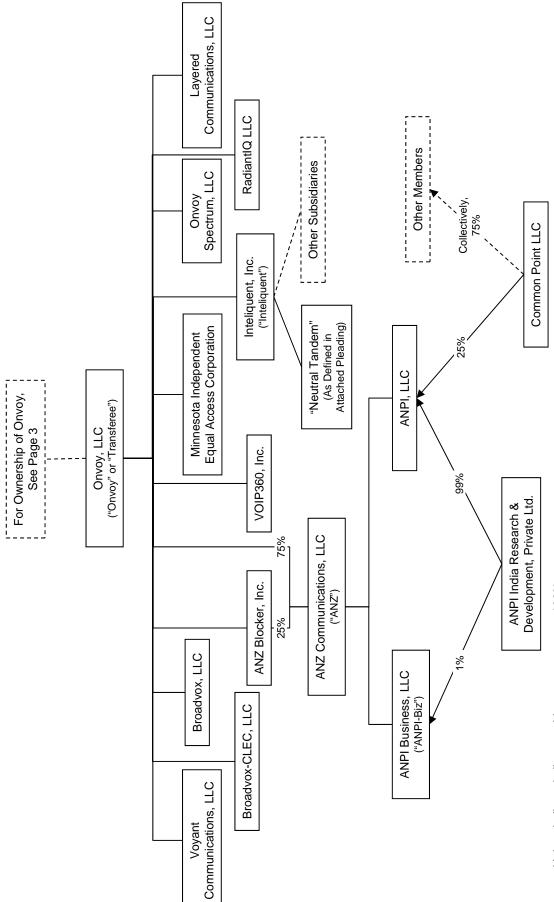


Exhibit C-1 – Page 1

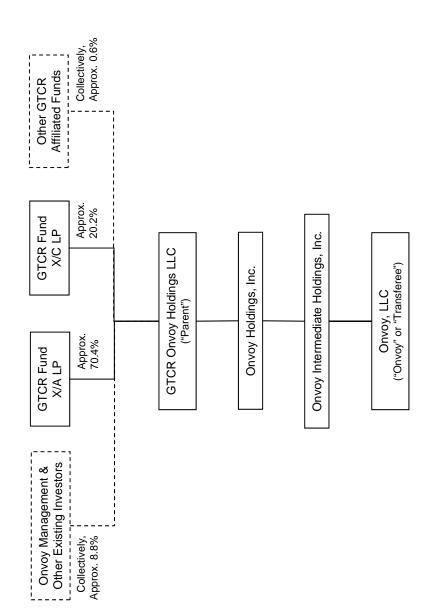
Unless indicated all ownership percentages are 100%.

## Post-Inteliguent Merger Corporate Ownership Structure of Neutral Tandem



Unless indicated all ownership percentages are 100%.

Exhibit C-1 – Page 2



Unless indicated all ownership percentages are 100%.

Exhibit C-1 – Page 3

## ATTACHMENT 1

**Certificates of Good Standing** 

## UNITED STATES OF AMERICA STATE OF OHIO OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NEUTRAL TANDEM-MICHIGAN, LLC, a Delaware Limited Liability Company, Registration Number 1450247, filed on March 22, 2004, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 15th day of November, A.D. 2016.

**Ohio Secretary of State** 

for Hastel

**Validation Number: 201632002752** 

## UNITED STATES OF AMERICA STATE OF OHIO OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show ONVOY, LLC, a Minnesota For Profit Limited Liability Company, Registration Number 1775119, filed on April 22, 2008, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 15th day of November, A.D. 2016.

Ohio Secretary of State

Jon Huster

Validation Number: 201632002742

## **ATTACHMENT 2**

## **List of Officers and Directors**

## Officers of Onvoy, LLC

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

## **Directors of Onvoy, LLC**

As a limited liability company, Onvoy, LLC does not have a Board of Directors but rather a Board of Managers. The following are the managers:

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

## Officers of Neutral Tandem-Michigan, LLC and Inteliquent, Inc.

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 Resources

## Directors of Neutral Tandem-Michigan, LLC and Inteliquent, Inc.

James Hynes

Rian Wren

Larry Ingineri

Tim Samples

Ed Greenberg

Lauren Wright

Matt Carter

Joe Beatty

This foregoing document was electronically filed with the Public Utilities

**Commission of Ohio Docketing Information System on** 

11/17/2016 1:44:07 PM

in

Case No(s). 16-2227-TP-ACO

Summary: Application Application for Approval to Transfer Indirect Control of Neutral Tandem-Michigan, LLC to Onvoy, LLC electronically filed by Mr. Brett P Ferenchak on behalf of Neutral Tandem-Michigan, LLC and Onvoy, LLC