



PUBLIC NOTICE

Federal Communications Commission
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DA 16-542
May 13, 2016

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF ANPI BUSINESS, LLC AND ANPI, LLC TO ONVOY, LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 16-144

Comments Due: May 27, 2016

Reply Comments Due: June 3, 2016

Onvoy, LLC (Onvoy), ANPI Business, LLC (ANPI-Biz), ANPI, LLC, Zone USA, Inc. (Zone), and ANPI Holding, Inc. (ANPI Holding) (collectively, Applicants) filed an application pursuant to section 214 of the Communications Act of 1934, as amended, and section 63.03 of the Commission's rules, requesting approval to transfer control of ANPI-Biz and ANPI, LLC to Onvoy.¹

ANPI-Biz and ANPI, LLC, both Delaware limited liability companies, are wholly owned subsidiaries of ANZ Communications, LLC (ANZ), also a Delaware entity. ANZ is a holding company and does not directly hold any authorizations or provide telecommunications services. ANPI-Biz and ANPI, LLC provide wholesale and retail interexchange service throughout the United States, and provide or are authorized to provide competitive local exchange carrier (LEC) service in multiple states.² Applicants state that ANPI, LLC holds a one-fourth membership interest in Common Point LLC that provides tandem access service to interexchange carriers in multiple states.³ Applicants state that ANPI

¹ See 47 C.F.R. § 63.03; 47 U.S.C. § 214. Applicants also filed applications for the transfer of authorizations associated with international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed a supplement to their domestic section 214 application on May 12, 2016.

² ANPI-Biz provides or is authorized to provide competitive LEC services in the 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 provides or is authorized to provide competitive LEC services in Alabama, Georgia, Hawaii, New Jersey, New York, Ohio, South Carolina, South Dakota, Wisconsin, and Arizona (pending application to provide service).

³ Common Point LLC serves California, Colorado, Georgia, Iowa, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Nebraska, Ohio, Pennsylvania, Tennessee, Washington, and Wisconsin. Applicants state that ANPI, LLC is a party to a management agreement whereby it has certain management responsibilities for the operation of Common Point LLC that could constitute *de facto* control. Applicants are also requesting Commission approval for

Holding, an Illinois corporation, and Zone, a Delaware corporation, are holding companies each owning 50 percent of ANZ, and that neither directly provide telecommunications services.

Onvoy, a Minnesota limited liability company, provides or is authorized to provide competitive LEC and/or interexchange services in the District of Columbia and in every U.S. state except Alaska, Arkansas (pending application), Hawaii, Mississippi, and Tennessee.⁴ Applicants state that, upon completion of the proposed transaction, ANPI-Biz and ANPI, LLC will be wholly owned by ANZ, which will be owned by Onvoy. Onvoy will be wholly owned by Onvoy Intermediate Holdings, Inc., which will be wholly owned by Onvoy Holdings, Inc. (Holdings Inc.). Holdings Inc. will be wholly owned by GTCR Onvoy Holdings LLC (Parent). Applicants state the following entities will own or control a 10 percent or greater direct or indirect interest in Parent: GTCR Fund X/A LP (Fund X/A) (61.79 percent) and GTCR Fund X/C LP (Fund X/C) (17.69 percent).⁵ GTCR Partners X/A&C LP is the general partner of Fund X/A and Fund X/C. GTCR Investment X LLC is the general partner of GTCR Partners X/A&C LP.⁶ All entities are U.S. based. Applicants state that no other person or entity will directly or indirectly own or control a 10 percent or greater interest in ANPI-Biz and ANPI, LLC upon completion of the transaction.

Pursuant to the terms of the proposed transaction, 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 the closing, ANPI-Biz and ANPI, LLC will be ultimately wholly owned by Parent. Applicants state that ANPI, LLC, as a subsidiary of Onvoy, will continue to hold an ownership interest in, and perform its responsibilities

the indirect transfer of control of ANPI, LLC's interest in Common Point LLC to Onvoy. They further state that Common Point LLC is equally owned by its four members: ANPI, LLC, Egyptian Internet Services, Inc., Cass Switch, Inc., and MTCO Communications, Inc. The latter three entities are all Illinois corporations that are affiliated with incumbent LECs serving certain exchanges in Illinois. Applicants state that, while Common Point LLC provides tandem services to other carriers in the exchanges of these incumbent LECs, Onvoy, ANPI-Biz, ANPI, LLC, and Common Point LLC do not otherwise provide telephone exchange or exchange access services in any of those exchanges.

⁴ Onvoy has several subsidiaries that provide competitive communications services: Voyant Communications, LLC (formerly known as Zayo Enterprises Networks, LLC) provides telecommunications services in Colorado, Idaho, Indiana, Michigan, Minnesota, Ohio, Tennessee, and Washington. Minnesota Independent Equal Access Company (MIEAC) provides centralized equal access services in Minnesota and North Dakota. Broadvox-CLEC, LLC provides telecommunications services to its affiliate, Broadvox, LLC, pursuant to authorizations to provide competitive LEC and/or interexchange services in the District of Columbia and in every U.S. state except Alaska, Delaware, Iowa, and Maine. Layered Communications, LLC provides communications services primarily to other providers in California and New York. Emergency Networks, LLC is the licensee of a 3650-3700 MHz authorization, Call Sign WQVK773, which it intends to use to provide 911 connectivity throughout the country.

⁵ Applicants state that a U.S. public pension fund owns approximately 12 percent of Fund X/A as a purely passive investment and is insulated from involvement and has no control in partnership affairs.

⁶ Applicants state that the following U.S. citizens are members of the board of managers of GTCR Investment X LLC: Mark M. Anderson, Craig A. Bondy, Philip A. Canfield, David A. Donnini, Constantine S. Mihos, Collin E. Roche, Sean L. Cunningham, and Aaron D. Cohen. A complete description of GTCR's ownership is available in the Application. *Joint Application of Zone USA, Inc. et al. and Onvoy, LLC*, WC Docket No. 16-144, at Exh. B (filed Apr. 22, 2016).

under, the management agreement with Common Point LLC. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(ii) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁷

Domestic Section 214 Application Filed for the Transfer of Control of ANPI Business, LLC and ANPI, LLC to Onvoy, LLC, WC Docket No. 16-144 (filed Apr. 22, 2016).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to Section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before May 27, 2016**, and reply comments **on or before June 3, 2016**. Pursuant to Section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to Section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Myrva Freeman, Competition Policy Division, Wireline Competition Bureau, myrva.freeman@fcc.gov;
- 2) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov;
- 4) David Krech, International Bureau, david.krech@fcc.gov;
- 5) Sumita Mukhoty, International Bureau, sumita.mukhoty@fcc.gov.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), 1-888-835-5322 (tty).

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1)

⁷ 47 C.F.R. § 63.03(b)(2)(ii).

list all persons attending or otherwise participating in the meeting at which the ex parte presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during ex parte meetings are deemed to be written ex parte presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's ex parte rules.

For further information, please contact Myrva Freeman at (202) 418-1506 or Jodie May at (202) 418-0913.

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