

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

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In the Matter of the Joint Application of	)	
	)	
<b>Communications Infrastructure</b>	)	
<b>Investments, LLC</b> , Transferor,	)	
<b>Onvoy, LLC</b> , Licensee,	)	WC Docket No. 16-_____
<b>Zayo Enterprise Networks, LLC</b> , Licensee,	)	
<b>Minnesota Independent Equal</b>	)	IB File Nos. ITC-T/C-2016_____
<b>Access Corporation</b> , Licensee,	)	ITC-T/C-2016_____
<b>Broadvox-CLEC, LLC</b> , Licensee,	)	ITC-T/C-2016_____
<b>Layered Communications, LLC</b> , Licensee,	)	
	)	
and	)	
	)	
<b>GTCR Onvoy Holdings LLC</b> , Transferee,	)	
	)	
For Grant of Authority Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as amended, and Sections 63.04 and 63.24 of the	)	
Commission’s Rules to Complete a Transfer of	)	
Ownership and Control of Licensees	)	
to GTCR Onvoy Holdings LLC	)	

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**JOINT APPLICATION**

Communications Infrastructure Investments, LLC (“CII” or “Transferor”), Onvoy, LLC (“Onvoy”), Zayo Enterprise Networks, LLC (“ZEN”), Minnesota Independent Equal Access Corporation (“MIEAC”), Broadvox-CLEC, LLC (“BV-CLEC”), Layered Communications, LLC (“Layered,” and together with Onvoy, ZEN, MIEAC and BV-CLEC, “Licensees”), and GTCR Onvoy Holdings LLC (“Transferee”) (collectively, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval for

the transfer of ownership and control of Licensees to Transferee and the intermediate holding companies described below.

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

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. Communications Infrastructure Investments, LLC**

CII was formed in 2007 to acquire and support the long-term development of fiber-based bandwidth, solutions-oriented businesses. Through its subsidiaries, CII acquired indirect ownership and control of Onvoy in 2007. Following various pro forma reorganizations, Onvoy became a direct subsidiary of CII in 2014.<sup>1</sup> CII has no majority owner, but Exhibit A sets forth the entities and individuals that currently own or control a ten percent (10%) or greater, direct or indirect, interest in CII.

### **B. Licensees**

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.

MIEAC is a wholly owned direct subsidiary of Onvoy that provides centralized equal access.

ZEN is a wholly owned direct subsidiary of Onvoy that provides business data services including Ethernet, Private Line, DIA, Virtual Private Networks, Voice Over Internet Protocol (“VoIP”) services and managed services including audio conferencing. ZEN also provides some traditional switched voice and data services.

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<sup>1</sup> See IB File No. ITC-T/C-20140714-00201 (the pro forma transfer of direct ownership of Onvoy to CII).

BV-CLEC is a wholly owned direct subsidiary of Onvoy that provides access to the public switched telephone network, telephone numbers and other functionalities to its wholesale VoIP-provider affiliate, Broadvox, LLC (“BV-LLC”).<sup>2</sup>

Layered is a wholly owned direct subsidiary of Onvoy that is a communications enabler for over the top providers, voice service providers, SMS providers, and mobile virtual network operators. While Layered’s communications services are primarily IP-based, certain of its services may be considered telecommunications services.

### **C. Transferee**

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

## **III. DESCRIPTION OF THE TRANSACTION**

Pursuant to the Transaction Agreement by and among CII, Onvoy, Transferee, Onvoy Holdings, Inc., a Delaware corporation (“Holdings Inc.”), Onvoy Intermediate Holdings, Inc., a Delaware corporation (“Parent”), and Onvoy Merger Sub LLC, a Minnesota limited liability

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<sup>2</sup> BV-LLC, a Delaware limited liability company, does not provide regulated telecommunications services, but rather provides wholesale VoIP services.

company (“Merger Sub”),<sup>3</sup> dated as of December 31, 2015, the parties will complete a series of transactions (the “Transactions”), including the merger of Merger Sub with and into Onvoy, with Onvoy being the surviving entity (the “Onvoy Merger”). Immediately prior to the Onvoy Merger, Merger Sub will be a wholly owned direct subsidiary of Parent. Upon completion of the Onvoy Merger, Onvoy will become a direct, wholly owned subsidiary of Parent. Upon completion of the Transactions, Parent will be a wholly owned subsidiary of Holdings Inc., which in turn will be wholly owned by Transferee.

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

**IV. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission’s Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Transferor:

Communications Infrastructure  
Investments LLC  
1805 29th Street  
Boulder, CO 80301  
303-381-4677

**FRN: 0017603671**

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<sup>3</sup> Holdings Inc., Parent and Merger Sub were formed for the purposes of the Transactions.

Licensees:

Onvoy, LLC	<b>FRN: 0004323028</b>
Minnesota Independent Equal Access Corporation	<b>FRN: 0004323036</b>
Zayo Enterprise Networks, LLC	<b>FRN: 0015331689</b>
Broadvox-CLEC, LLC	<b>FRN: 0018774141</b>
Layered Communications, LLC	<b>FRN: 0021005665</b>
10300 6th Avenue North Plymouth, MN 55441 800-933-1224	

Transferee:

GTCR Onvoy Holdings LLC 300 N. LaSalle Street, Suite 5600 Chicago, IL 60654 312-382-2173	<b>FRN: 0025192261</b>
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**(b) Jurisdiction of Organizations:**

Transferor: CII is a limited liability company formed under the laws of Delaware.

Licensee: Onvoy is a limited liability company formed under the laws of Minnesota.  
  
ZEN, BV-CLEC and Layered are limited liability companies formed under the laws of Delaware.

MIEAC is a corporation formed under the laws of Minnesota.

Transferee: Transferee is a limited liability company formed under the laws of Delaware.

(c) **(Answer to Question 10)** Correspondence concerning this Application should be

sent to:

For Applicants:

Russell M. Blau  
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  
brett.ferenchak@morganlewis.com

With a copy for Licensees to

Scott Sawyer, General Counsel  
Onvoy, LLC  
218 Nayatt Rd.  
Barrington, RI 02806  
763-230-4660  
[scott.sawyer@onvoy.com](mailto:scott.sawyer@onvoy.com)

With a copy for Transferee to:

Jeffrey Wright  
Stephen Master  
c/o GTCR LLC  
300 North LaSalle Street, Suite 5600  
Chicago, IL 60654  
312-382-2209 (tel)  
[jeffrey.wright@gocr.com](mailto:jeffrey.wright@gocr.com)  
[stephen.master@gocr.com](mailto:stephen.master@gocr.com)

With a copy for CII to:

Christopher P. Yost  
Communications Infrastructure In-  
vestments, LLC  
c/o Zayo Group  
1805 29th Street  
Boulder, CO 80301  
303-381-4677  
[christopher.yost@zayo.com](mailto:christopher.yost@zayo.com)

**(d) Section 214 Authorizations**

Transferor: CII does not hold international or domestic Section 214 authority.

Licensees: Onvoy holds international Section 214 authority (1) to provide global resale services, granted in IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452) and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada, granted in IB File No. ITC-214-

19971205-00766 (old IB File No. ITC-97-769).<sup>4</sup> Onvoy also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

ZEN holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service, granted in IB File No. ITC-214-20091016-00444. ZEN is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

MIEAC holds Section 214 authority to lease transmission facilities to provide centralized equal access service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

BV-CLEC holds international Section 214 authority to provide global or limited global facilities-based and resale services, granted in IB File No. ITC-214-20090529-00261. BV-CLEC is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Layered does not itself hold international Section 214 authority but recently notified the Commission, pursuant to 47 C.F.R. § 63.21(h), that it would provide international telecommunications services pursuant to the international Section 214 authorizations of Onvoy.<sup>5</sup> Layered is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Transferor: Transferee does not hold international or domestic Section 214 authority.

**(h)** (*Answer to Questions 11 & 12*) The following entities will hold, directly or indirectly, a ten percent (10%) or greater interest<sup>6</sup> in Applicants upon completion of the Transac-

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<sup>4</sup> The international Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). See IB File No. ITC-ASG-20070913-00379. Onvoy converted from a Minnesota corporation to a Minnesota limited liability company resulting in the *pro forma* assignment of the authorizations. See IB File No. ITC-ASG-20140408-00120.

<sup>5</sup> Letter from Russell M. Blau, Morgan, Lewis & Bockius LLP to Marlene H. Dortch, Secretary, Federal Communications Commission, *Section 63.21(h) Notice of Layered Networks LLC*, IBFS Confirmation No. IB2015002134 (filed Nov. 5, 2015).

<sup>6</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

tions, as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

Post-Transactions Ownership of Licensees:

The following entity currently holds and, upon completion of the Transactions, will continue to hold a ten percent (10%) or greater direct interest in **ZEN**, **MIEAC**, **BV-CLEC** and **Layered**:

Name: Onvoy, LLC  
Address: 10300 6th Avenue North  
Plymouth, Minnesota 55441  
Citizenship: U.S. (Minnesota)  
Principal Business: Telecommunications  
% Interest: 100%

Upon completion of the Transactions, the following entities will hold a ten percent (10%) or greater direct or indirect interest in **Onvoy**:

Name: Onvoy Intermediate Holdings, Inc. (“Parent”)  
Address: 10300 6th Avenue North  
Plymouth, Minnesota 55441  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (directly in Onvoy)

Name: Onvoy Holdings, Inc. (“Holdings Inc.”)  
Address: 10300 6th Avenue North  
Plymouth, Minnesota 55441  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly in Onvoy, as 100% direct owner of Parent)

Name: GTCR Onvoy Holdings LLC (“Transferee”)  
Address: c/o GTCR  
300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly in Onvoy, as 100% direct owner of Holdings Inc.)



Post-Transaction Ownership of Transferee:

Upon completion of the Transaction, the following persons and entities will own or control a ten percent (10%) or greater direct or direct interest in **Transferee**:

Name: GTCR Fund X/A LP (“Fund X/A”)  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: 61.21% (directly in Transferee)<sup>7</sup>

Name: GTCR Fund X/C LP (“Fund X/C”)  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: 17.52% (directly in Transferee)

Name: GTCR Partners X/A&C LP  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: 78.73% (indirectly in Transferee as the general partner of (i) Fund X/A and (ii) Fund X/C)

Name: GTCR Investment X LLC  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: 79.27% (indirectly in Transferee as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR Co-Invest X LP (which has a 0.54% direct interest in Transferee))

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<sup>7</sup> Fund X/A has one limited partner with an interest of ten percent (10%) or greater. That limited partner, which owns approximately 12% of Fund X/A, is a U.S. public pension fund that has a purely passive investment, and is insulated from involvement and has no control in partnership affairs.

The following individuals are members of the board of managers of GTCR Investment X LLC, are all U.S. citizens and can be reached through GTCR Investment X LLC:

Mark M. Anderson  
Craig A. Bondy  
Philip A. Canfield  
David A. Donnini  
Constantine S. Mihas  
Collin E. Roche  
Sean L. Cunningham  
Aaron D. Cohen

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a ten percent (10%) or greater interest in Licensees through Transferee.

Except for Onvoy, ZEN and BV-LLC, which are each a non-dominant foreign carrier in Canada, Transferee does not have any interlocking directorates with a foreign carrier. Specifically, Lawrence Fey is Executive Vice President, Chief Financial Officer and Treasurer of Transferee and is also on the Board of Managers of Onvoy, ZEN and BV-LLC.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier and is not currently affiliated, within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with any foreign carrier. Upon completion of the Transaction, Transferee will be affiliated, within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with the following non-dominant foreign carriers in Canada:

- (a) Onvoy, which holds a Reseller Registration;
- (b) ZEN, which holds a Reseller Registration and Basic International Telecommunications Services ("BITS") License; and
- (c) BV-LLC, which holds a Reseller Registration and BITS License.

(j) **(Answer to Question 15)** Transferee certifies that, through its acquisition of control of Licensees, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of Transferee and are parties to, or the beneficiar-

ies of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States. However, upon completion of the Transactions, Transferee will be affiliated with Onvoy, ZEN and BV-LLC, which are each a non-dominant foreign carrier as described in (i) above.

**(k)** Transferee certifies that Canada is a Member of the World Trade Organization (“WTO”). Onvoy, ZEN and BV-LLC are not on the Commission’s List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

**(m)** Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(1,3), because it is not a foreign carrier and will be affiliated with non-dominant foreign carriers in a country that is a Member of the WTO.

**(n)** Transferee and Licensees certify that they have not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**(o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

**(p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission’s rules, 47 C.F.R. § 63.12(a)-(b). Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee is not a

foreign carrier itself and otherwise qualifies for a presumption of non-dominance under Section 63.10(a)(3) for the reasons detailed in response to paragraphs (k) and (m) above.

**V. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of Licensee to Onvoy in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transactions is set forth in **Section III** above.

(a)(7) (i) Onvoy provides or is authorized to provide competitive local exchange and/or interexchange telecommunications services in the District of Columbia and in every U.S. state except Alaska, Arkansas (pending application), Hawaii, Mississippi, Tennessee and Vermont (pending application). ZEN provides telecommunications services in Colorado, Idaho, Indiana, Michigan, Minnesota, Ohio, Tennessee and Washington. MIEAC provides centralized equal access services in Minnesota and North Dakota. BV-CLEC provides telecommunications services to its affiliate, BV-LLC, pursuant to authorizations to provide competitive local exchange and/or interexchange telecommunications services in the District of Columbia and in every U.S. state except Alaska, Delaware, Iowa and Maine. Layered provides communications services primarily to other providers in California and New York.

(ii) Through Fund X/A and Fund X/C, to its knowledge, Transferee is currently affiliated (as defined in the Act) with the following domestic telecommunications services providers: (1) Telecommunications Management, LLC, which through its subsidiaries Ultra Communications Group LLC and Avenue Broadband Communications LLC provides cable, broadband and interconnected VoIP services to residential and commercial customers in parts of

Missouri, Indiana, Illinois, Mississippi, Louisiana, Arkansas and Texas,<sup>8</sup> (2) Zayo Group, LLC, a bandwidth provider, and (3) Onvoy.

(iii) To Transferee's knowledge, Transferee is not affiliated with any other telecommunications carriers.

**(a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, (i) Transferee (and its Affiliates, as defined in the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), (ii) Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction and (iii) none of the Applicants (or their Affiliates) are dominant with respect to any service.

**(a)(9)** Other than its Section 214 authorizations described in this Application, Licensees do not hold any other authorizations or licenses from the Commission. Emergency Networks, LLC, a wholly owned direct subsidiary of Onvoy, holds a wireless license for which an application will be filed with respect to the Transactions.

**(a)(10)** No party is requesting special consideration because it is facing imminent business failure.

**(a)(11)** Not applicable.

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<sup>8</sup> The Commission has forbore from applying the cross-ownership prohibition in Section 652(b) on an affiliate of a cable operator acquiring a competitive local exchange carrier. *See Petition for Declaratory Ruling to Clarify 47 U.S.C. § 572 in the Context of Transactions between Competitive Local Exchange Carriers and Cable Operators*, Order, 27 FCC Rcd 11532 ¶ 21 (2012).

(a)(12) Applicants submit that the Transactions are in the public interest. Licensees will continue to be managed and operated by the same officers and personnel, but will be supplemented by management of Transferee and GTCR LLC. Further, Licensees may have access to additional financial resources through their relationship with Transferee, enabling them to better meet the needs of their customers and thus better compete in the telecommunications marketplace. At the same time, the Transactions will have no adverse impact on the customers of Licensees. Immediately following the Transactions, 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 Transactions from a customer's perspective will be that that Licensees' ownership will change, with Transferee being their ultimate parent.

## VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application for the transfer of ownership and control of Licensees to Transferee.

Respectfully submitted,

/s/ Brett P. Ferenchak

Russell M. Blau  
Brett P. Ferenchak  
**MORGAN, LEWIS & BOCKIUS LLP**  
2020 K Street, N.W.  
Washington, DC 20006  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
russell.blau@morganlewis.com  
brett.ferenchak@morganlewis.com

Counsel for Applicants

Dated: January 19, 2016

**EXHIBIT A**

**Current Ten Percent Ownership of CII**

The following entities currently hold, directly or indirectly, a ten percent (10%) or greater interest in CII, as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Name: Oak Investment Partners XII, Limited Partnership ("Oak Investment XII")  
Address: 525 University Avenue, Suite 1300  
Palo Alto, CA 94301  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 12.34% (directly in CII)

Name: Oak Associates XII, LLC ("Oak Associates")  
Address: 525 University Avenue, Suite 1300  
Palo Alto, CA 94301  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 12.34% (indirectly in CII as general partner of Oak Investment XII)

The following individuals are the executive managing members of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano  
Edward F. Glassmeyer  
Ann H. Lamont  
Fredric W. Harman

To CII's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or more interest in CII through Oak Investments XII.

Name: M/C Venture Partners VI, L.P. ("MCVP VI")  
Address: 75 State Street, Suite 2500  
Boston, MA 02109  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 10.83% (directly in CII)

Name: M/C VP VI, L.P.  
Address: 75 State Street, Suite 2500  
Boston, MA 02109  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 10.83% (indirectly in CII as the general partner of MCVP VI)

Name: M/C Venture Partners, LLC  
Address: 75 State Street, Suite 2500  
Boston, MA 02109  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 10.83% (indirectly in CII as the general partner of M/C VP VI, L.P.)

The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC:

James F. Wade  
David D. Croll  
Matthew J. Rubins  
John W. Watkins  
John Van Hooser

Mr. Wade and Mr. Croll are two of the five managers of M/C Venture Investors, L.L.C., which has a 0.34% direct interest in CII.

To CII's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or more interest in CII through MVCP VI.

Name: Columbia Capital Equity Partners IV, L.P. ("Columbia Capital IV")  
Address: 201 N. Union Street, Suite 300  
Alexandria, VA 22314  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 11.10% (indirectly in CII as the general partner of Columbia Capital Equity Partners IV (QP), L.P. (9.88% direct interest in CII) and Columbia Capital Equity Partners IV (QPCO), L.P. (1.22% direct interest in CII))



Name: Columbia Capital IV, LLC  
Address: 201 N. Union Street, Suite 300  
Alexandria, VA 22314  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 11.17% (indirectly in CII as the general partner of (i) Columbia Capital Equity Partners IV, L.P. and (ii) of Columbia Capital Employee Investors IV, L.P. (0.08% direct interest in CII))

The following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens, and can be reached through Columbia Capital IV, LLC:

James B. Fleming, Jr.  
R. Philip Herget, III  
Harry F. Hopper III

These individuals have indirect control of other entities that have, in the aggregate, a 0.24% direct interest in CII.

To CII's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Charlesbank Equity Fund VI GP, Limited Partnership ("Charlesbank VI GP")  
Address: 200 Clarendon, 5th Floor  
Boston, MA 02116  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 10.80% (indirectly in CII as the general partner of the following funds that have direct ownership interests in CII (i) Charlesbank Equity Fund VI, Limited Partnership, (ii) CB Offshore Equity Fund VI, (iii) Charlesbank Equity Coinvestment Fund VI, LP, and (iv) Charlesbank Equity Coinvestment Partners, LP)

Name: Charlesbank Capital Partners, LLC  
Address: 200 Clarendon, 5th Floor  
Boston, MA 02116  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 10.80% (indirectly in CII as the general partner of Charlesbank VI GP)

Charlesbank Capital Partners, LLC is owned by its nine (9) managing members who are all U.S. citizens, and can be reached through Charlesbank Capital Partners, LLC:

Michael Eisenson  
Tim Palmer  
Kim Davis  
Mark Rosen  
Michael Choe  
Brandon White  
Jon Biotti  
Andrew Janower  
Michael Thonis

To CII's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Charlesbank VI GP.

Name: GTCR Fund X/A LP  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 10.15% (directly in CII)

Name: GTCR Partners X/A&C LP  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 13.05% (indirectly in CII as the general partner of (i) GTCR Fund X/A LP, and (ii) GTCR Fund X/C LP (2.90% direct interest in CII))

Name: GTCR Investment X LLC  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 13.14% (indirectly in CII as the general partner of (i) GTCR Partners X/A&C LP, and (ii) GTCR Co-Invest X LP (0.90% direct interest in CII))

The following individuals are members of the board of managers of GTCR Investment X LLC, are all U.S. citizens, and can be reached through GTCR Investment X LLC:

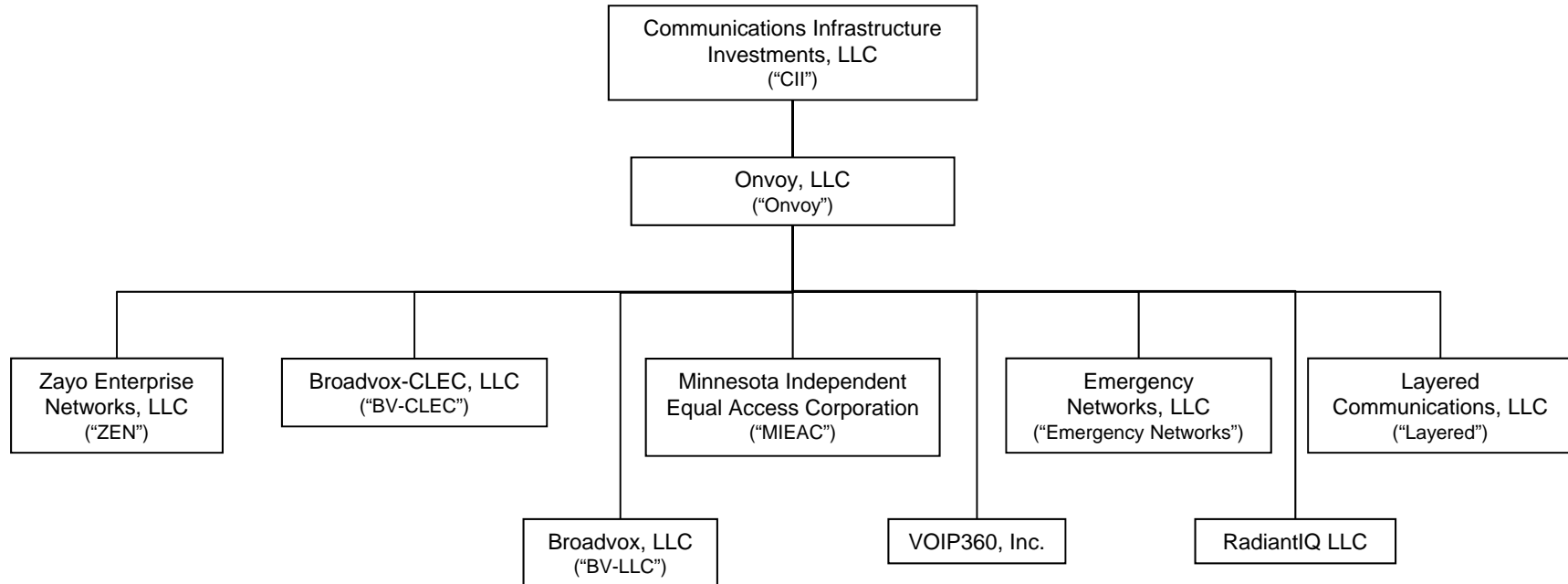
Mark M. Anderson  
Craig A. Bondy  
Philip A. Canfield  
David A. Donnini  
Constantine S. Mihas  
Collin E. Roche  
Sean L. Cunningham  
Aaron D. Cohen

To CII's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through GTCR Fund X/A LP, GTCR Partners X/A&C LP or GTCR Investment X LLC.

**EXHIBIT B**

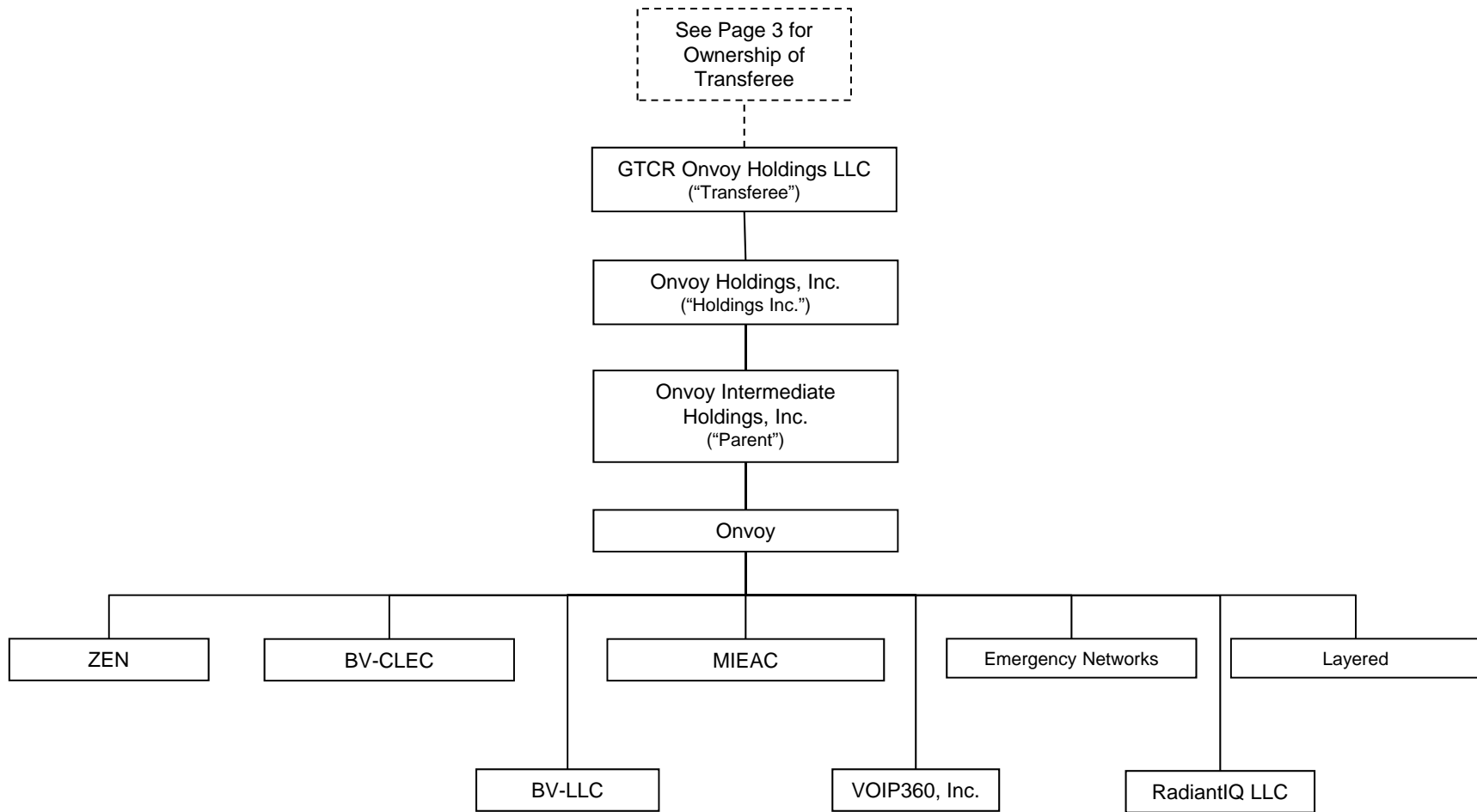
**Diagrams of the Pre- and Post-Transactions Corporate Organization Structures**

## Current Corporate Organizational Structure of Licensee(s)



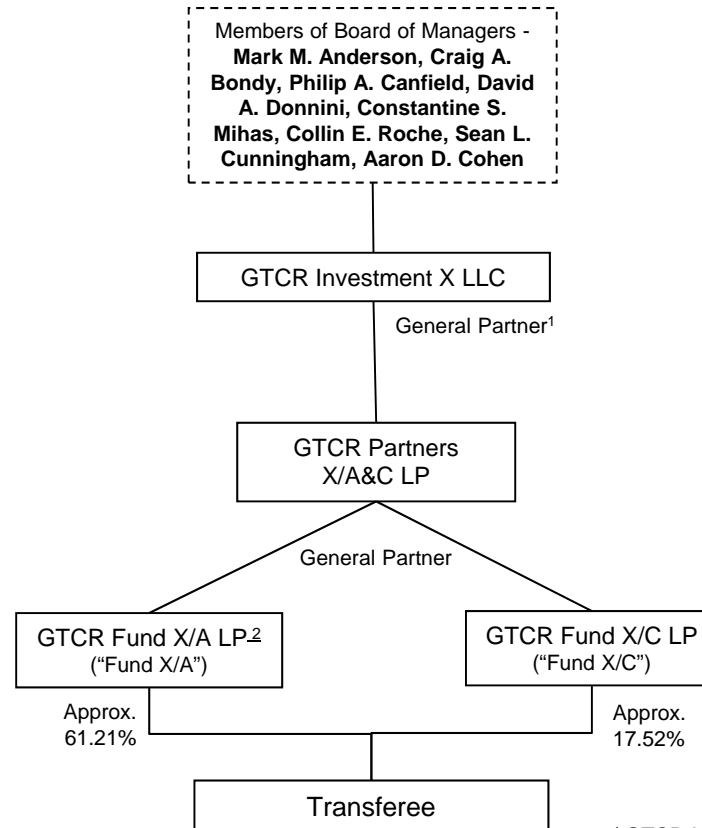
Unless indicated all ownership percentages are 100%.

## Post-Transactions Corporate Organizational Structure of Licensee(s)



Unless indicated all ownership percentages are 100%.

# Post-Transactions Corporate Organizational Structure of Transferee



<sup>1</sup> GTCR Investment X LLC is also the general partner of GTCR Co-Invest X LP, which will have approx. a 0.54% direct interest in Transferee.

<sup>2</sup> Fund X/A has one limited partner with an interest of 10% or greater. That limited partner, which owns approximately 12% of Fund X/A, is a U.S. public pension fund that has a purely passive investment, and is insulated from involvement and has no control in partnership affairs.

Unless indicated all ownership percentages are 100%.

## VERIFICATION

I, Daniel P. Caruso, state that I am President and Chief Executive Officer of Communications Infrastructure Investments, 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

7 day of January 2016.



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Daniel P. Caruso  
President and Chief Executive Officer  
Communications Infrastructure Investments, LLC



## VERIFICATION

I, Scott Sawyer, state that I am General Counsel of Onvoy, LLC, Zayo Enterprise Networks, LLC, Minnesota Independent Equal Access Corporation, Broadvox-CLEC, LLC, Layered Communications, LLC and Emergency Networks, LLC (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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 31<sup>st</sup> day of December 2015.



---

Scott Sawyer  
General Counsel  
Onvoy, LLC  
Zayo Enterprise Networks, LLC  
Minnesota Independent Equal Access Corporation  
Broadvox-CLEC, LLC  
Layered Communications, LLC  
Emergency Networks, LLC

## VERIFICATION

I, Stephen Master, state that I am Senior Vice President and Secretary of GTCR Onvoy Holdings 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 11<sup>th</sup> day of January 2016.



\_\_\_\_\_  
Stephen Master  
Senior Vice President and Secretary  
GTCR Onvoy Holdings LLC