

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

In the Matter of the Joint Application of)	
)	
Zone USA, Inc., and)	WC Docket No. 16-_____
ANPI Holding, Inc.,)	
<i>Transferors,</i>)	
ANPI Business, LLC, Licensee,)	IB File Nos. ITC-T/C-2016_____
ANPI, LLC, Licensee,)	ITC-T/C-2016_____
)	
and)	
)	
Onvoy, LLC, 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)	
Indirect Control of Licensees)	
to Onvoy, LLC)	
)	

JOINT APPLICATION

Onvoy, LLC (“Onvoy” or “Transferee”); ANPI Business, LLC (“APNI-Biz”); ANPI, LLC (together with ANPI-Biz, the “Licensees”); Zone USA, Inc. (“Zone”); ANPI Holding, Inc. (“APNI Holding” and together with Zone, the “Transferors”) (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 indirect control of Licensees to Transferee. In addition, ANPI, LLC holds a one-fourth membership interest in Common Point LLC (“Common Point”), a non-dominant interstate carrier (with no international operations or international Section 214 authority), and is also party to a Management Agreement whereby ANPI, LLC has certain management responsibilities for the operation of Common Point that could constitute *de*

facto control over Common Point. Out of an abundance of caution, Applicants also request Commission approval, if necessary and only with respect to Common Point’s blanket domestic Section 214 authority, for the indirect transfer of control of ANPI, LLC’s interest in Common Point to Transferee.¹

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

II. DESCRIPTION OF THE APPLICANTS

A. Transferee - Onvoy, LLC

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 has several other subsidiaries that provide various types of communications services as described more fully in Section V, below, including: Minnesota Independent Equal Access Company (“MIEAC”); Voyant Communications, LLC (formerly known as Zayo Enterprise Networks, LLC) (“Voyant”); Broadvox-CLEC, LLC (“BV-CLEC”); Broadvox, LLC (“BV-LLC”); Layered Communications, LLC (“Layered”); and Emergency Networks, LLC (“Emergency Networks”).

Onvoy is currently a direct, wholly owned subsidiary of Communications Infrastructure Investments, LLC. In the near future, and prior to closing of the *ANPI Transaction* (as described in Section III, below), Onvoy will become an indirect, wholly owned subsidiary of GTCR Onvoy Holdings, LLC (“Parent”). See WC Docket No. 16-20 and IB File No. ITC-T/C-20160119-00042 (approving the transfer of control of Onvoy to Parent (the “*GTCR Transaction*”). The *GTCR Transaction* is expected to close by the end of April 2016.

¹ By this request, Applicants do not concede that the Management Agreement confers *de facto* control of Common Point on ANPI, LLC.

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. 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. Licensees - ANPI Business, LLC and ANPI, LLC

ANPI-Biz and ANPI, LLC are each a direct, wholly owned subsidiary of ANZ Communications, LLC (“ANZ”). ANZ is a holding company and does not directly hold any authorizations or provide telecommunications services in any jurisdiction. ANPI-Biz provides wholesale and retail interexchange service throughout the United States, and is authorized to provide competitive local exchange service in a limited number of states. 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.

C. Transferors - ANPI Holding, Inc. and Zone USA, Inc.

ANPI Holding and Zone are holding companies, each owning 50 percent of ANZ, and neither directly provides any telecommunications services in any jurisdiction. No person or entity owns or controls ten percent (10%) or more of ANPI Holding. The entities and individuals that currently own or control a ten percent (10%) or greater, direct or indirect, interest in Zone are provided in Exhibit A.

III. DESCRIPTION OF THE 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 (the “*ANPI Transaction*”). 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.²

ANPI, LLC is one of four members of Common Point,³ and pursuant to a Management Agreement also has certain management responsibilities for the operation of Common Point that could constitute *de facto* control over Common Point. After the *ANPI Transaction*, ANPI, LLC, as a subsidiary of Onvoy, will continue to hold an ownership interest in, and perform its responsibilities under the Management Agreement with, Common Point; therefore, to the extent the performance by ANPI, LLC under the Management Agreement constitutes *de facto* control over Common Point, the *ANPI Transaction* would result in an indirect transfer of control of Common Point. Out of an abundance of caution, Applicants also request Commission approval, if necessary and only with respect to Common Point’s blanket domestic Section 214 authority, for the indirect transfer of control of ANPI, LLC’s interest in Common Point to Transferee.

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

² 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.

³ The other members of Common Point each hold a 25 percent membership interest. They are: (a) Egyptian Internet Services, Inc., an Illinois corporation; (b) Cass Switch, Inc., an Illinois corporation; and (c) MTCO Communications, Inc., an Illinois corporation.

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:

Transferee:

Onvoy, LLC	FRN: 0004323028
10300 6th Avenue North	
Plymouth, MN 55441	
800-933-1224	

Licensees:

ANPI Business, LLC	FRN: 0020320347
ANPI, LLC	FRN: 0020321576
Common Point LLC	FRN: 0014175590
3243 S. Meadowbrook Rd.	
Springfield, IL 62711	
877-366-2674	

Transferors:

Zone USA, Inc.	FRN: 0012808887
PO Box 30533	
Philadelphia, PA 19103	
856-524-4303	

ANPI Holding, Inc.	FRN: 0025514845
3243 S. Meadowbrook Rd.	
Springfield, IL 62711	
877-366-2674	

(b) Jurisdiction of Organizations:

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

Licensees: ANPI-Biz and ANPI, LLC (and the holding company, ANZ) are limited liability companies formed under the laws of Delaware.

Common Point is a limited liability company formed under the laws of Illinois.

Transferors: Zone is a corporation formed under the laws of Delaware.

ANPI Holding is a corporation formed under the laws of Illinois.

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

sent to:

For Transferee:

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

For Licensees and Transferors

Cheng-yi Liu
Fletcher Heald & Hildreth, PLC
1300 North 17th Street, 11th Floor
Arlington, VA 22209
703-812-0478 (tel)
703-812-0486 (fax)
liu@fhhlaw.com

With copies for Transferee to

Scott Sawyer, General Counsel
Onvoy, LLC
218 Nayatt Rd.
Barrington, RI 02806
763-230-4660
scott.sawyer@onvoy.com

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
stephen.master@gocr.com

With a copy for Licensees and Transferors to:

Joseph O'Hara, CFO
ANPI, LLC
ANPI Business, LLC
7460 Warren Parkway
Suite 218
Frisco, TX 75034
217-862-1955 (tel)
johara@anpi.com

(d) **Section 214 Authorizations**

Transferee: 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).⁴ Onvoy also is authorized

⁴ The international Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company

to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

In addition, the following subsidiaries of Onvoy hold Section 214 Authorizations:

Voyant 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. Voyant 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 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.⁵ Layered is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Licensees: ANPI-Biz 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-214-20000717-00403.⁶ ANPI-Biz is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

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.

⁵ 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).

⁶ The international Section 214 authorizations were originally granted to Zone USA, Inc. d/b/a Zone Telecom, Inc., which assigned it to Zone Telecom, LLC. See IB File No. ITC-ASG-20101014-00411. Zone Telecom, LLC subsequently changed its name to ANPI Business, LLC.

ANPI, LLC 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-214-19960209-00017 (Old File No. ITC-96-123).⁷ ANPI-Biz is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Common Point does not hold international Section 214 authority. Common Point is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Transferors: Zone holds international Section 214 authority to provide global resale service, granted in IB File No. ITC- 214-19970311-00142 (Old File No. ITC-97-156). Zone is only a holding company and does not provide any telecommunications services under this authorization or otherwise. There will be no change in control over the international Section 214 authority held by Zone (*i.e.*, it is not part of the *ANPI Transaction*), and Zone plans to surrender the authority prior to the closing of the *ANPI Transaction*.

ANPI Holding 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 interest⁸ in ANPI Licensees upon completion of the *ANPI Transaction*, as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

Post-ANPI Transaction Ownership of Licensees:

The following entity currently and, upon completion of the *ANPI Transaction*, will continue to wholly own **ANPI-Biz** and **ANPI, LLC**:

Name:	ANZ Communications, LLC
Address:	3243 S. Meadowbrook Rd. Springfield, IL 62711
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
% Interest:	100% (directly)

⁷ The international Section 214 authorizations were originally granted to Associated Network Partners, Inc., which assigned it to ANPI, LLC. *See* IB File No. ITC-ASG-20101014-00411.

⁸ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Upon completion of the *ANPI Transaction*, the following entity will wholly own **ANZ**:

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

Upon completion of the *ANPI Transaction*, the following entities will wholly own **On-
voy**:

Name: Onvoy Intermediate Holdings, Inc. (“Int-Holdco”)
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 Int-Holdco)

Name: GTCR Onvoy Holdings LLC (“Parent”)
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-ANPI Transaction Ownership of Parent:

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

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: 61.79% (directly in Parent)⁹

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: 17.69% (directly in Parent)

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: 79.49% (indirectly in Parent 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: 80.03% (indirectly in Parent as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR Co-Invest X LP (which has a 0.55% direct interest in Parent))

⁹ 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, will directly or indirectly, own or control a ten percent (10%) or greater interest in Licensees through Transferee upon completion of the *ANPI Transaction*.

Onvoy, which itself is a non-dominant foreign carrier in Canada, has interlocking directorates with its subsidiaries, Voyant and BV-LLC, which are also non-dominant foreign carriers in Canada.

(i) **(Answer to Question 14)** Transferee certifies that it is a non-dominant foreign carrier in Canada. Transferee is also currently affiliated within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with Voyant, which is a non-dominant foreign carrier in Canada by virtue of its Reseller Registration and Basic International Telecommunications Services ("BITS") License and BV-LLC, which is a non-dominant foreign carrier in Canada by virtue of its Reseller Registration and BITS License. Similarly, Licensees will be affiliated with Onvoy, Voyant, and BV-LLC upon completion of the *ANPI Transaction*.

(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 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic

telecommunications services in the United States. However, Transferee certifies that it is a non-dominant foreign carrier and also is affiliated with a non-dominant foreign carrier as described in (i) above. Upon completion of the *ANPI Transaction*, Transferee and Licensees will be affiliated with multiple non-dominant foreign carriers, as described in (i) above.

(k) Transferee certifies that Canada is a Member of the World Trade Organization (“WTO”). Onvoy, Voyant 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 a non-dominant foreign carrier and is 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 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 Licensees 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 *ANPI Transaction* is set forth in **Section III** above.

(a)(7) (i) ANPI-Biz provides wholesale and retail interexchange service throughout the United States, and provides or is authorized to provide competitive local exchange service in 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 wholesale interexchange service throughout the United States, and provides or is authorized to provide competitive local exchange service in Alabama, Georgia, Hawaii, New Jersey, New York, Ohio, South Carolina, South Dakota, and Wisconsin (and has a pending application for authorization in Arizona).

Common Point LLC provides tandem access to interexchange carriers in: California, Colorado, Georgia, Iowa, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Nebraska, Ohio, Pennsylvania, Tennessee, Washington, and Wisconsin.

(ii) 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, and Tennessee. Voyant 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. Emergency Networks is the licensee of a 3650-3700 MHz authorization, Call Sign WQVK773, which it intends to use to provide 911 connectivity throughout the country.

(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 Texas¹⁰ and (2) Zayo Group, LLC, a bandwidth provider.

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

¹⁰ 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)(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)(ii) because, immediately following the *ANPI 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%), and (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 (or affiliate to a party) to the *ANPI Transaction*.

(a)(9) Other than their Section 214 authorizations described in this Application, Licensees do not hold any other authorizations or licenses from the Commission.

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

(a)(11) Not applicable.

(a)(12) Applicants submit that the *ANPI Transaction* is in the public interest. 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. Further, the existing network of Licensees will enhance the ability of Onvoy and its subsidiaries to serve their customers. At the same time, the *ANPI Transaction* will have no adverse impact on the customers of Licensees. 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 Licensees' ownership will change, with Onvoy, and ultimately Parent, being the new owners. Since the *ANPI Transaction* will occur at the holding company level, it will be completely transparent and seamless from a customer's perspective.

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 indirect ownership and control of Licensees to Transferee.

Respectfully submitted,

/s/ Cheng-yi Liu
Cheng-yi Liu
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Counsel for Transferee

Dated: April 22, 2016

EXHIBIT A

Current Ten Percent Ownership of Zone

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

Name: Zone Global Limited ("ZGL")
Address: 3705 Gloucester Tower
The Landmark
11 Pedder Street
Central, Hong Kong
Citizenship: British Virgin Islands
Principal Business: Holding Company
% Interest: 100% (directly in Zone)

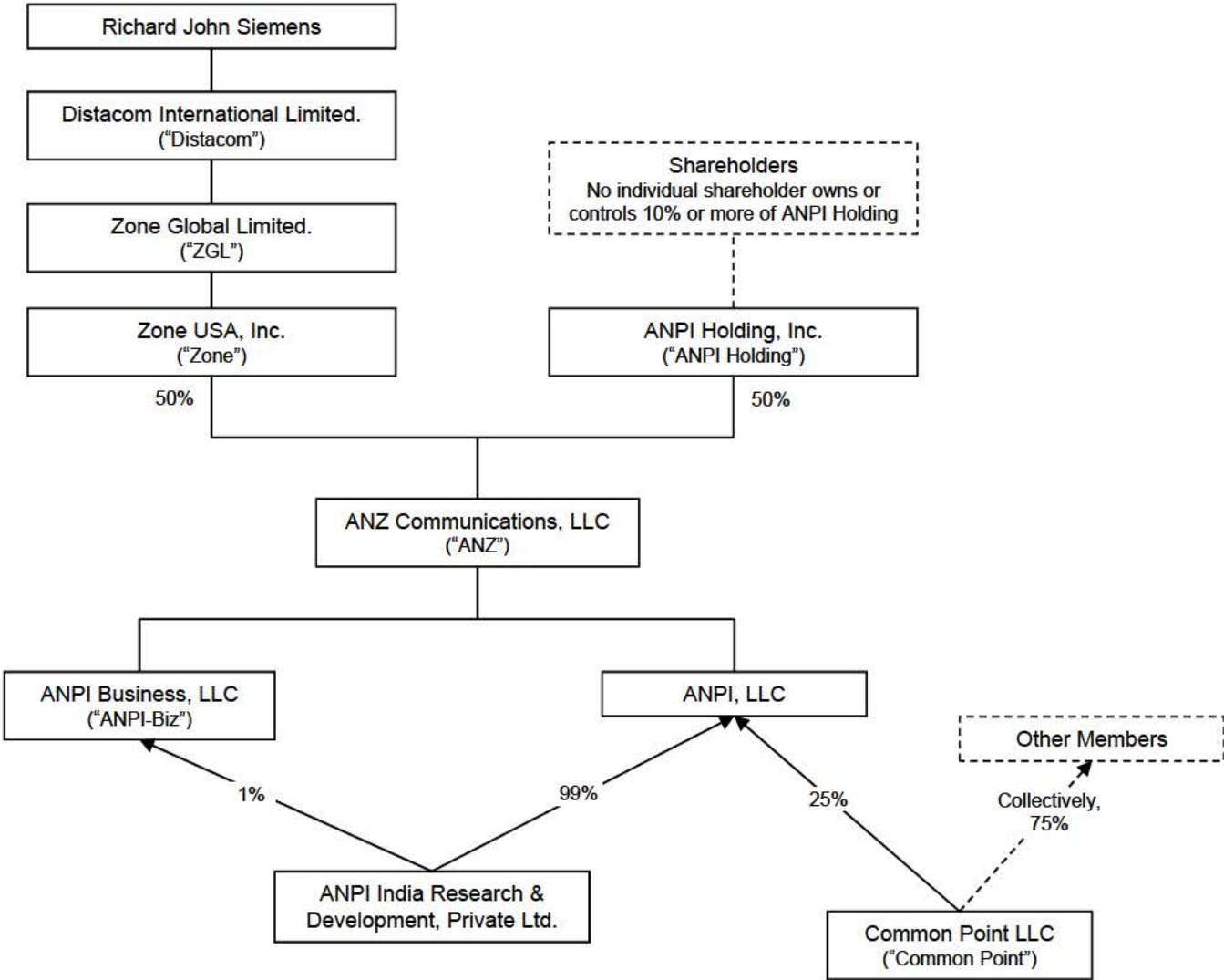
Name: Distacom International Limited ("Distacom")
Address: Distacom Group
Unit C, 26/F, CNT Tower
338 Hennessy Road
Wanchai, Hong Kong
Citizenship: British Virgin Islands
Principal Business: Investment Holding Company
% Interest: 100% (indirectly in Zone as 100% owner of ZGL)

Name: Richard John Siemens
Address: c/o Distacom Group
Unit C, 26/F, CNT Tower
338 Hennessy Road
Wanchai, Hong Kong
Citizenship: British Virgin Islands
Principal Business: Individual
% Interest: 100% (indirectly in Zone as 100% owner of Distacom)

EXHIBIT B

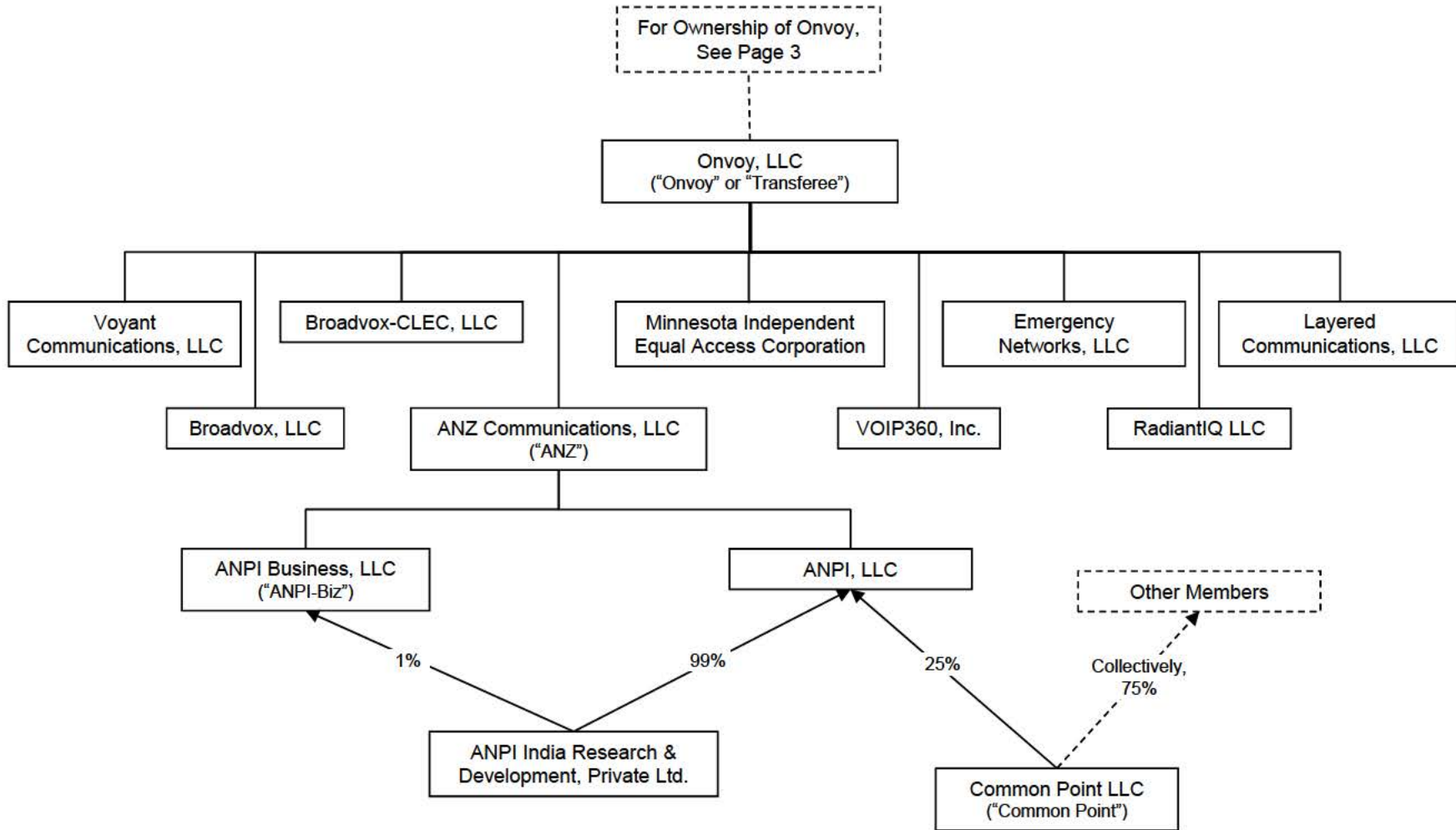
Diagrams of the Pre- and Post-Transaction Corporate Ownership Structures

Current Corporate Ownership Structure of Licensee(s)



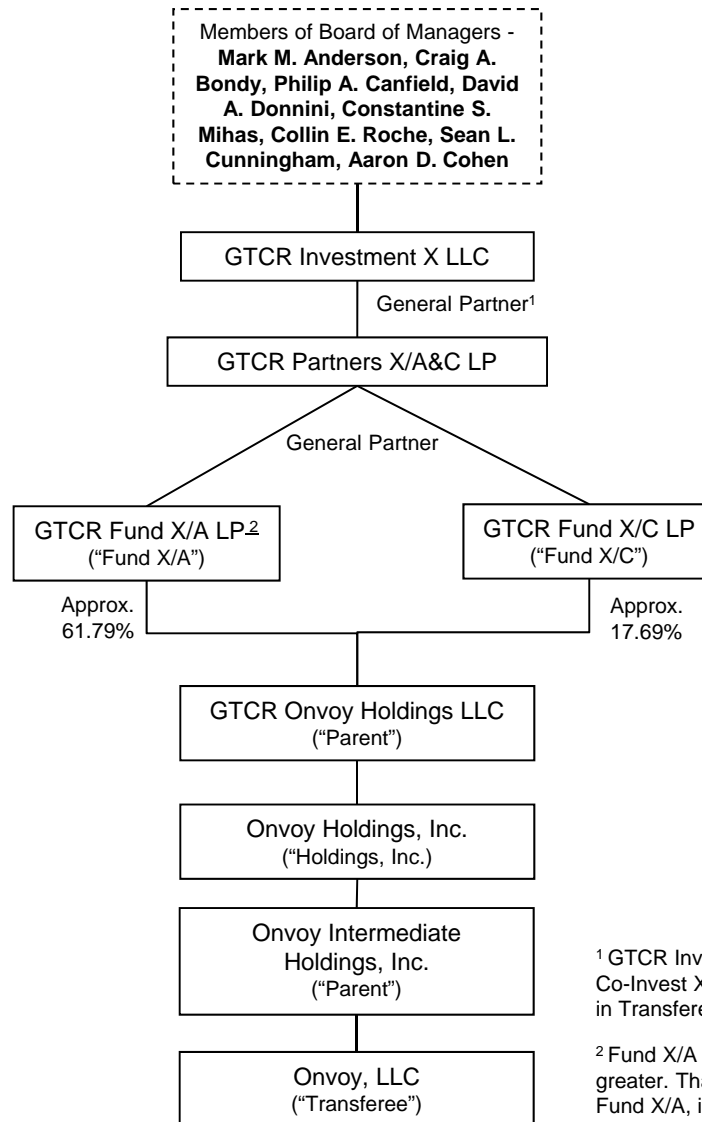
Unless indicated all ownership percentages are 100%.

Post-ANPI Transaction Corporate Ownership Structure of Licensee(s)



Unless indicated all ownership percentages are 100%.

Post-ANPI Transaction Corporate Ownership Structure of Transferee



Unless indicated all ownership percentages are 100%.

¹ GTCR Investment X LLC is also the general partner of GTCR Co-Invest X LP, which will have approx. a 0.55% direct interest in Transferee.

² 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.

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 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 20th day of April 2016.

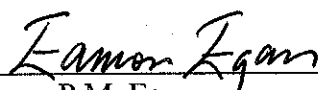
A handwritten signature in cursive script, appearing to read "Eric Schmidt", written over a horizontal line.

Eric Schmidt
Chairman
ANPI Holding, Inc.

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 20th 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 21st day of April 2016.

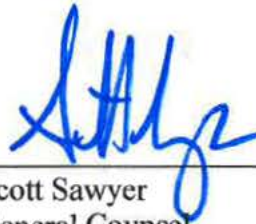


Joseph O'Hara
Chief Financial Officer of
ANPI, LLC
ANPI Business, LLC
Assistant Treasurer of Common Point, LLC

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 20th day of April 2016.



Scott Sawyer
General Counsel
Onvoy, LLC