

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

In the Matter of the Joint Application of)
)
Onvoy, LLC, Transferee)
)
and)
) WC Docket No. 16-_____)
Inteliquent, Inc., Licensee)
) IB File No. ITC-T/C-2016_____)
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)
Control of Licensee to Onvoy, LLC)

JOINT APPLICATION

Onvoy, LLC (“Onvoy” or “Transferee”) and Inteliquent, Inc. (“Inteliquent” or “Licensee”) (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 control of Licensee to Transferee.

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

II. DESCRIPTION OF THE APPLICANTS

A. Transferee - 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 (“Holdco”).¹ Onvoy has provided telecommunications services

¹ Holdco is a Delaware limited liability company with its principal executive office at 300 N. LaSalle Street, Suite 5600, Chicago, Illinois 60654. Holdco 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.

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”); Onvoy Spectrum, LLC (formerly Emergency Networks, LLC (“Onvoy Spectrum”)); ANPI Business, LLC (“ANPI-Biz”); and ANPI, LLC (“ANPI”).²

B. Licensee - Inteliquent, Inc.

Inteliquent, a Delaware corporation with a principal office at 550 W Adams St, 9th Floor, Chicago, IL 60661 is authorized by the Commission to provide interstate and international telecommunications services. Inteliquent’s subsidiaries provide intrastate telecommunications services throughout the United States. For a list of Inteliquent’s regulated subsidiaries, see Exhibit B. One company, BlackRock, Inc., has a 12.2% interest in Inteliquent, Inc., and no other person or entity owns or controls ten percent (10%) or more of Inteliquent.

III. 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 wholly-owned direct subsidiary of Onvoy

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.

² ANPI also owns 25% of Common Point, LLC (“Common Point”) 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. Common Point does not hold international Section 214 authority, but Common Point is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

created for purposes of the merger) (“Merger Sub”); and Inteliquent, Onvoy will acquire all of the outstanding equity interest in Inteliquent (the “*Inteliquent Merger*”).³ 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 wholly owned direct subsidiary of Onvoy. Diagrams depicting the pre- and post-*Inteliquent Merger* corporate organization structures are appended hereto 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:

Transferee:

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

Transferor/Licensee:

Inteliquent, Inc.	FRN: 0011583671
550 W Adams St.	
9th Floor, Chicago, IL 60661	
312-384-8000	

(b) Jurisdiction of Organizations:

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

Transferor/Licensee: Inteliquent is a corporation formed under the laws of Delaware.

³ The Agreement is available at: <http://ir.inteliquent.com/secfiling.cfm?filingID=1193125-16-757199&CIK=1292653>.

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

sent to:

For Applicants:

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Ronald W. Del Sesto
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W., Suite 1100
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With copies to:

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

And:

John Harrington, Senior Vice President
Inteliquent, Inc.
550 West Adams St., Suite 900
Chicago, IL 60661
jharrington@inteliquent.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 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:

⁴ 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.

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.

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.

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.

Transferor/Licensee: Inteliquent holds international Section 214 authority to provide global or limited global facilities-based service and global or limited glob-

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.

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.

al resale service, granted in IB File No. ITC-214-20100423-00180. Inteliquent is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

(h) (Answer to Questions 11 & 12) The following entities will hold, directly or indirectly, a ten percent (10%) or greater interest⁸ in Licensee upon completion of the *Inteliquent Merger* as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

Post-Inteliquent Merger Ownership of Licensee:

Upon completion of the *Inteliquent Merger*, the following entity will directly wholly own **Inteliquent**:

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 *Inteliquent Merger*, the following entities will wholly own **Onvoy**:

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)

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

Name: GTCR Onvoy Holdings LLC (“Holdco”)
 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-Inteliquent Merger Ownership of Holdco:

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

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: Approx. 70.4% (directly in Holdco)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: Approx. 20.2% (directly in Holdco)

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: Approx. 90.6% (indirectly in Holdco 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: Approx. 91.2% (indirectly in Holdco as the general partner of (i) GTCR Partners X/A&C LP and (ii)

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.

GTCR Co-Invest X LP (which has an approximately 0.6% direct interest in Holdco))

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
Aaron D. Cohen
Sean L. Cunningham
David A. Donnini
Constantine S. Mihas
Collin E. Roche

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 Licensee through Transferee upon completion of the *Inteliquent Merger*.

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, Licensee will be affiliated with Onvoy, Voyant, and BV-LLC upon completion of the *Inteliquent Merger*.

(j) **(Answer to Question 15)** Transferee certifies that, through its acquisition of control of Licensee, 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 *Inteliquent Merger*, Transferee and Licensee 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 Licensee 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 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 *Inteliquent Merger* is set forth in **Section III** above.

(a)(7) (i) Inteliquent provides interstate and international telecommunications services in the District of Columbia, Puerto Rico and every states except Alaska, Inteliquent's subsidiaries listed in Exhibit B provide facilities based and resold local exchange and/or interexchange telecommunications services in the District of Columbia, Puerto Rico and in every U.S. state except Alaska.

(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, 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. Onvoy Spectrum is the licensee of a 3650-3700 MHz authorization, Call Sign WQVK773, which

it intends to use to provide 911 connectivity throughout the country, and is registered or in the process of registering to provide wireless services in the various states. 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 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).

(iii) As stated above, ANPI owns 25% of Common Point 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. Common Point provides tandem access to interexchange carriers in: California, Colorado, Georgia, Iowa, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Nebraska, Ohio, Pennsylvania, Tennessee, Washington, and Wisconsin.

(v) 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.

(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 *Inteliquent Merger*, (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 *Inteliquent Merger*.

(a)(9) Other than their Section 214 authorizations described in this Application, Licensee does 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 *Inteliquent Merger* is in the public interest. Petitioners submit that the Transactions described herein will serve the public interest. The *Inteliquent Merger* will bring together two successful enterprises that have demonstrated a long-standing

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).

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 to compete in the telecommunications marketplace. Further, combining the existing networks of Onvoy and Inteliquent will enhance the ability of their regulated subsidiaries to serve their customers effectively and efficiently. At the same time, the *Inteliquent Merger* will have no adverse impact on the customers of Inteliquent. Immediately following the *Inteliquent Merger*, Inteliquent 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 Inteliquent's ownership will change, with Onvoy, and ultimately Holdco, being 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.

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 direct ownership and control of Licensee to Transferee.

Respectfully submitted,

/s/ Brett P. Ferenchak

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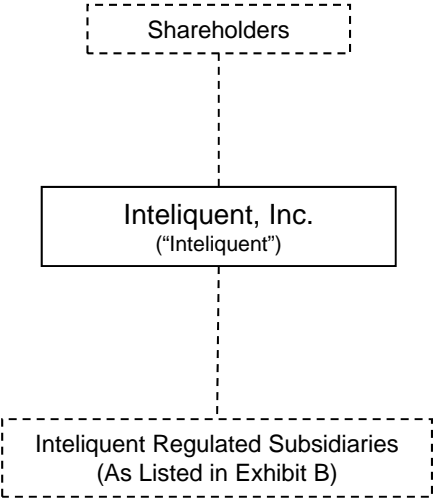
Counsel for Applicants

Dated: November 10, 2016

EXHIBIT A

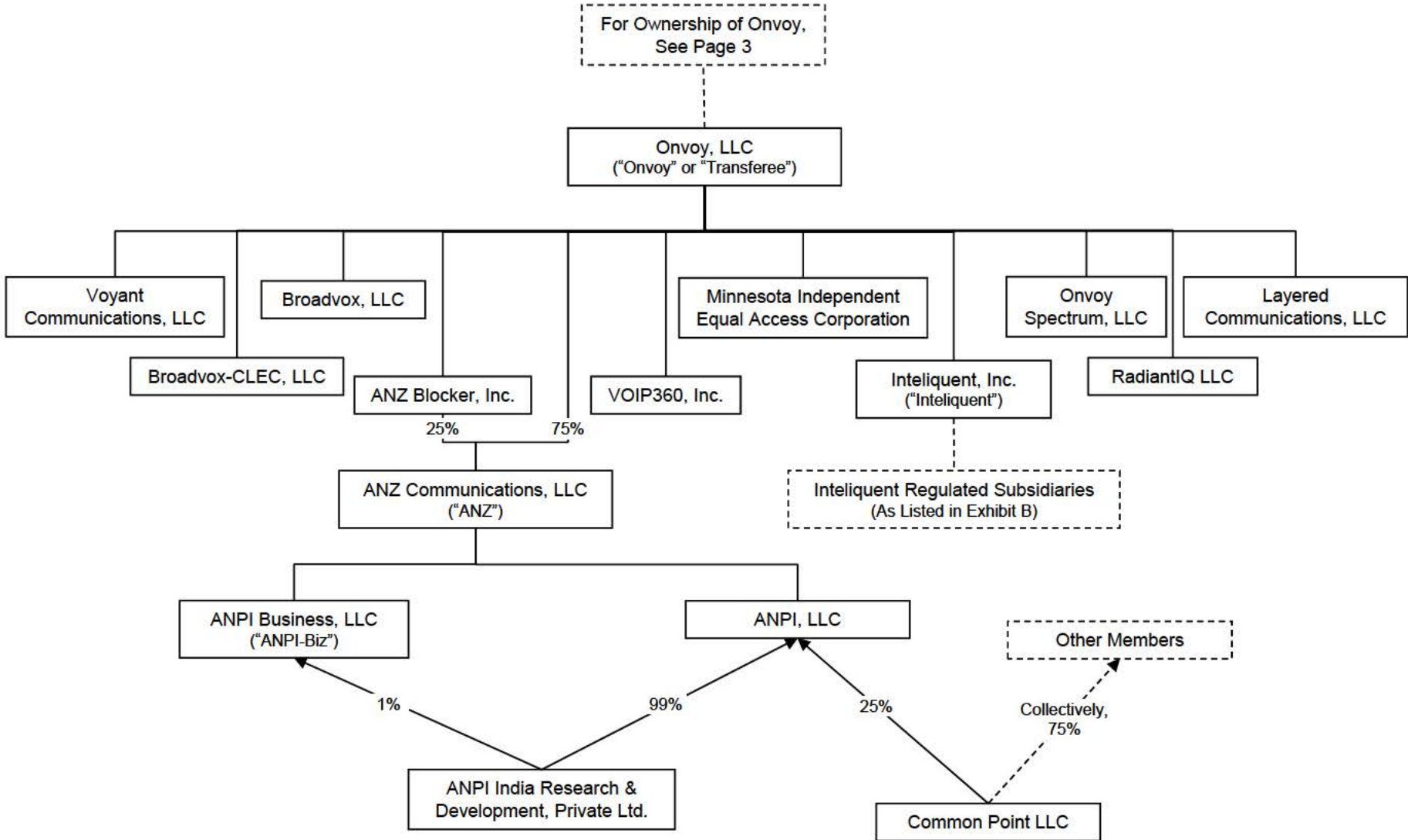
Diagrams of the Pre- and Post-*Inteliquent Merger* Corporate Ownership Structures

Pre-Inteliquent Merger Corporate Ownership Structure of Inteliquent



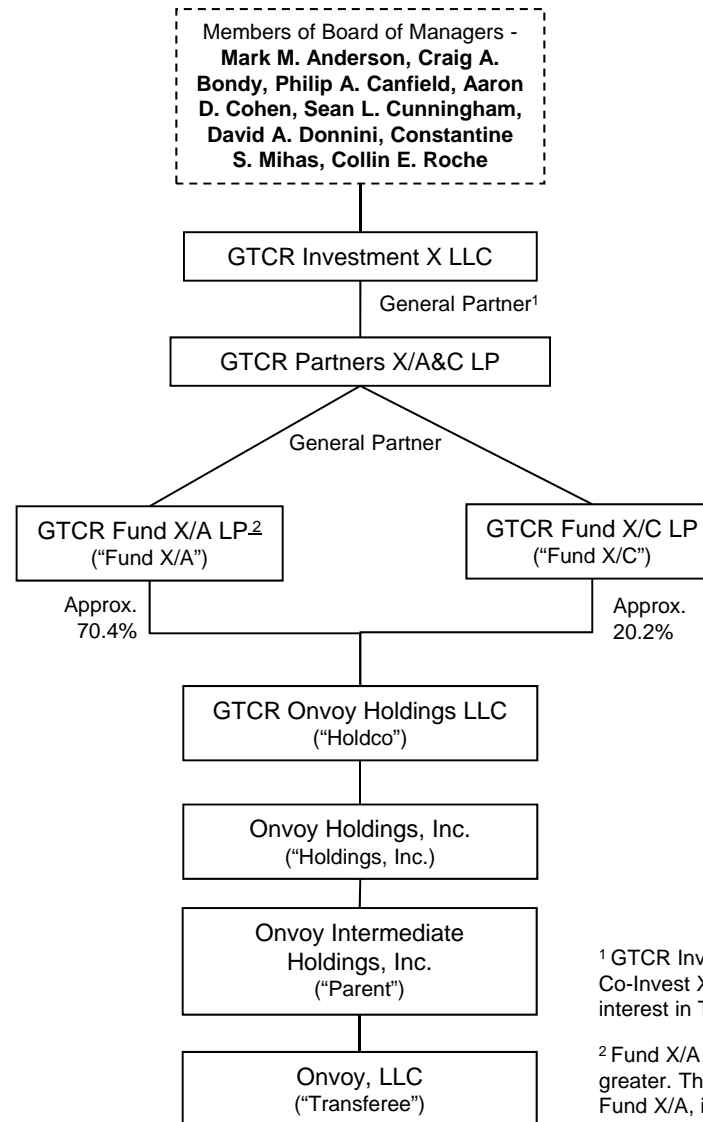
Unless indicated all ownership percentages are 100%.

Post-Inteliquent Merger Corporate Ownership Structure of Inteliquent



Unless indicated all ownership percentages are 100%.

Post-Inteliquent Merger 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 approximately a 0.6% 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.

EXHIBIT B

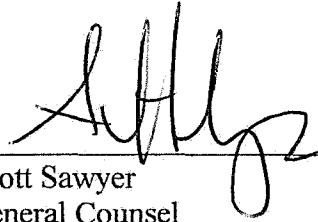
List of Regulated Inteliquent Subsidiaries

Neutral Tandem-Alabama LLC	Neutral Tandem-Tennessee, LLC
Neutral Tandem-Arizona LLC	Neutral Tandem-Texas, LLC
Neutral Tandem-Arkansas, LLC	Neutral Tandem-Utah, LLC
Neutral Tandem-California, LLC	Neutral Tandem-Vermont, LLC
Neutral Tandem-Colorado, LLC	Neutral Tandem-Virginia, LLC
Neutral Tandem-Delaware, LLC	Neutral Tandem-Washington, LLC
Neutral Tandem-Washington D.C., LLC	Neutral Tandem-West Virginia, LLC
Neutral Tandem-Florida, LLC	Neutral Tandem-Wisconsin, LLC
Neutral Tandem-Georgia, LLC	Neutral Tandem-Wyoming, LLC
Neutral Tandem-Hawaii, LLC	
Neutral Tandem-Idaho, LLC	
Neutral Tandem-Illinois, LLC	
Neutral Tandem-Indiana, LLC	
Neutral Tandem-Iowa, LLC	
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Neutral Tandem-Louisiana, LLC	
Neutral Tandem-Maine, LLC	
Neutral Tandem-Maryland, LLC	
Neutral Tandem-Massachusetts, LLC	
Neutral Tandem-Michigan, LLC	
Neutral Tandem-Minnesota, LLC	
Neutral Tandem-Mississippi, LLC	
Neutral Tandem-Missouri, LLC	
Neutral Tandem-Montana, LLC	
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Neutral Tandem-New Hampshire, LLC	
Neutral Tandem-New Jersey, LLC	
Neutral Tandem-New Mexico, LLC	
Neutral Tandem-New York, LLC	
Neutral Tandem-North Carolina, LLC	
Neutral Tandem-North Dakota, LLC	
Neutral Tandem-Michigan, LLC	
Neutral Tandem-Oklahoma, LLC	
Neutral Tandem-Oregon, LLC	
Neutral Tandem-Pennsylvania, LLC	
Neutral Tandem-Puerto Rico, LLC	
Neutral Tandem-Rhode Island, LLC	
Neutral Tandem-South Carolina, LLC	
Neutral Tandem-South Dakota, LLC	

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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 16th day of November, 2016.

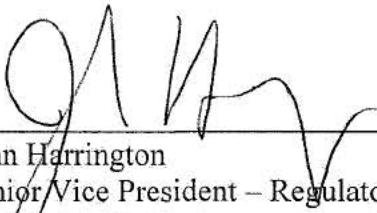


Scott Sawyer
General Counsel
Onvoy, LLC

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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 9th day of November, 2016.



John Harrington
Senior Vice President – Regulatory, Litigation &
Human Resources
Inteliquent, Inc.