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November 16, 2016

RECEIVED

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PUBLIC SERVICE
COMMISSION

VIA OVERNIGHT COURIER

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

Re: Notification Regarding the Proposed Transfer of Indirect Control of Neutral Tandem-Kentucky, LLC to Onvoy, LLC

Dear Mr. Derouen:

By this letter, Onvoy, LLC ("Onvoy" or "Transferee"); Neutral Tandem-Kentucky, LLC ("Neutral Tandem") and Inteliquent, Inc. ("Inteliquent") (collectively, the "Parties") notify the Commission of the transfer of indirect control of Neutral Tandem to Onvoy. Pursuant to the Orders issued in Admin. Case No. 359 on June 21, 1996 and Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the transactions described herein. Accordingly, the Parties submit this letter for informational purposes.

Description of the Parties

A. Onvoy, LLC

Onvoy is a Minnesota limited liability company with a principal office at 10300 6th Avenue North, Plymouth, Minnesota 55441. Onvoy is an indirect, wholly owned subsidiary of GTCR Onvoy Holdings LLC ("Parent").¹ Onvoy has provided telecommunications services since 1988.

¹ Parent is a Delaware limited liability company with its principal executive office at 300 N. LaSalle Street, Suite 5600, Chicago, Illinois 60654. Parent is an investment vehicle created to aggregate the ownership of various investment funds managed by GTCR LLC in connection with the acquisition by such funds of Onvoy and its subsidiaries. Upon completion of *the Inteliquent Merger* (as defined below), the following funds are expected to own ten percent (10%) or more of Parent: GTCR Fund X/A LP (approximately 70.4%); and GTCR Fund X/C LP (approximately 20.2%).

Founded in 1980, GTCR LLC is a private equity firm focused on investing in growth companies in the Financial Services & Technology, Healthcare, Technology, Media &

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Onvoy provides primarily wholesale local exchange and long distance services, switched access, transit and other services to other carriers and communications providers. Onvoy and/or one or more of its subsidiaries is authorized to provide intrastate telecommunications services in the District of Columbia and in every U.S. state. In Kentucky, Onvoy is registered as a Competitive Local Exchange Carrier (Utility ID 5057170) and as a Long Distance Carrier (Utility ID 5179720). In addition, the following wholly owned subsidiaries of Onvoy are authorized to provide intrastate telecommunications services in Kentucky: Broadvox CLEC, LLC ("BV-CLEC"), is registered in Kentucky as a Competitive Local Exchange Carrier (Utility ID 5056340) and as a Long Distance Carrier (Utility ID 5178700); and ANPI Business, LLC ("ANPI-Biz") (formerly known as of Zone Telecom, LLC) is registered as a Long Distance Carrier (Utility ID 5156400). Onvoy, BV-CLEC and ANPI-Biz are also authorized by the FCC to provide domestic and international telecommunications services.

B. Neutral Tandem-Kentucky, LLC and Inteliquent, Inc.

Neutral Tandem, a Delaware limited liability company, is a direct, wholly owned subsidiary of Inteliquent with a principal office at 550 W Adams St, 9th Floor, Chicago, IL 60661. Neutral Tandem and its affiliates provide intrastate telecommunications services throughout the United States. In Kentucky, Neutral Tandem is registered as a Competitive Local Exchange Carrier (Utility ID 5055450) and as a Long Distance Carrier (Utility ID 22255450). Inteliquent is authorized by the FCC to provide interstate and international telecommunications services.

Contacts

For the purposes of this filing, contacts are as follows:

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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.

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with copies for Onvoy to:

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

and copies for Inteliquent and Neutral
Tandem to:

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

Description of the *Inteliquent Merger*

Pursuant to the Agreement and Plan of Merger, dated November 2, 2016, by and among Onvoy; Onvoy Igloo Merger Sub, Inc. (a wholly owned direct subsidiary of Onvoy created for purposes of the merger) ("Merger Sub"); and Inteliquent, Onvoy will acquire all of the outstanding equity interest in Inteliquent (the "*Inteliquent Merger*").² Specifically, Merger Sub will merge with and into Inteliquent, whereupon the separate existence of Merger Sub will cease and Inteliquent will be the surviving corporation. As a result, Inteliquent will become a direct, wholly owned subsidiary of Onvoy. Neutral Tandem will remain a direct subsidiary of Inteliquent and, therefore, will become an indirect subsidiary of Onvoy. Diagrams depicting the pre- and post-transaction corporate organization structures are appended hereto as Exhibit A.

The *Inteliquent Merger* will bring together two successful enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. The combined financial, technical, and managerial resources of Onvoy and Inteliquent are expected to enhance the ability of their regulated subsidiaries (collectively the "Licensees") to compete in the telecommunications marketplace. At the same time, the *Inteliquent Merger* will have no adverse impact on the customers of Neutral Tandem. Immediately following the *Inteliquent Merger*, Neutral Tandem will continue to provide high-quality services at the same rates and on the same terms and conditions as are currently in effect. Further, the current customers of Neutral Tandem will remain customers of Neutral Tandem immediately following the *Inteliquent Merger*. The only change immediately following closing of the *Inteliquent Merger* will be that that Neutral Tandem's ownership will change, with Onvoy and ultimately Parent as the new owners. Since the *Inteliquent Merger* will occur at the holding company level with Inteliquent as the entity surviving the merger, it will be completely transparent and seamless from a customer's perspective.

* * * *

² The Agreement is available at: <http://ir.inteliquent.com/secfiling.cfm?filingID=1193125-16-757199&CIK=1292653>.

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An original and four (4) copies of this notification letter are enclosed. Please date-stamp and return the extra copy in the envelope provided. This letter has also been filed via e-mail. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



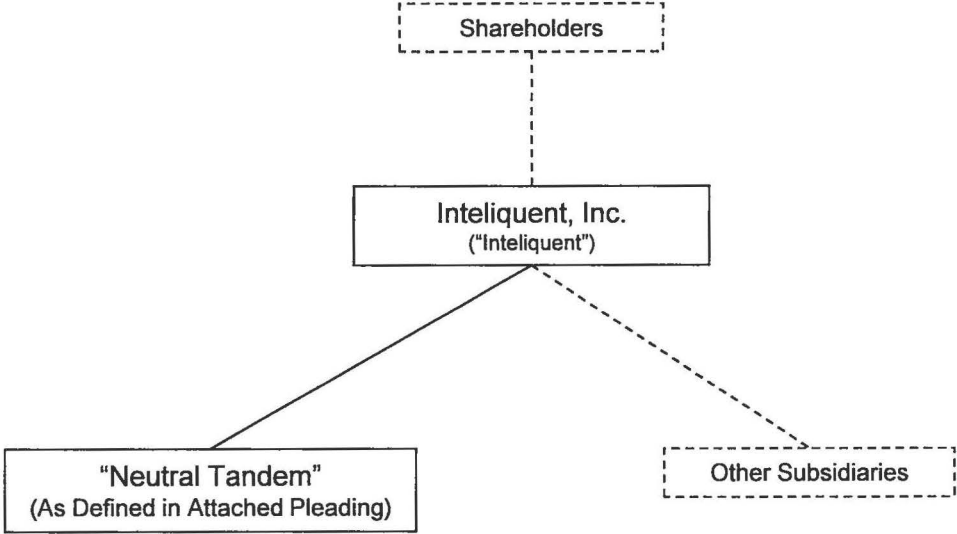
Russell M. Blau
Ronald W. Del Sesto, Jr.
Brett P. Ferenchak

Counsel for the Parties

EXHIBIT A

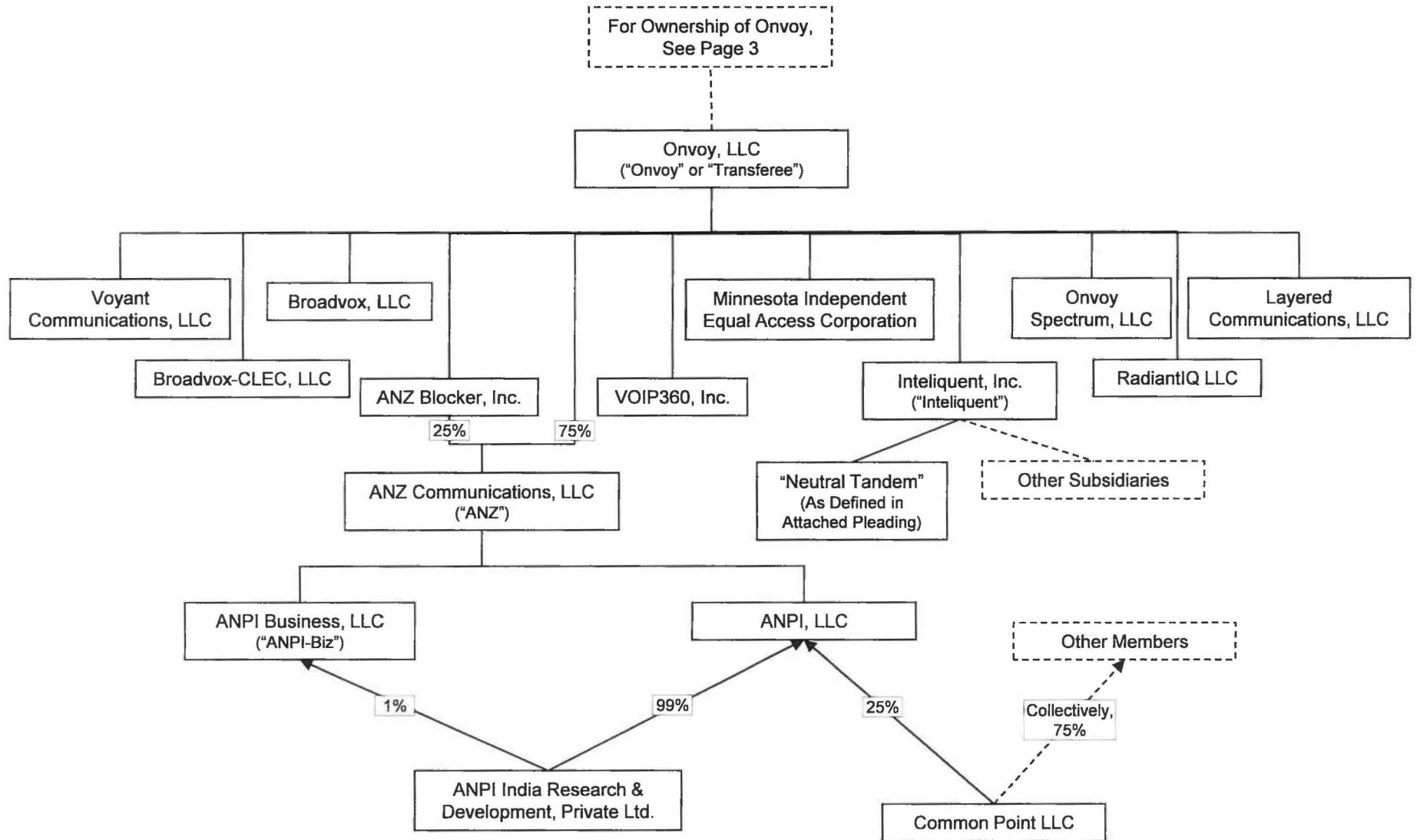
Diagrams of the Pre- and Post-*Inteliquent Merger* Corporate Ownership Structures

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



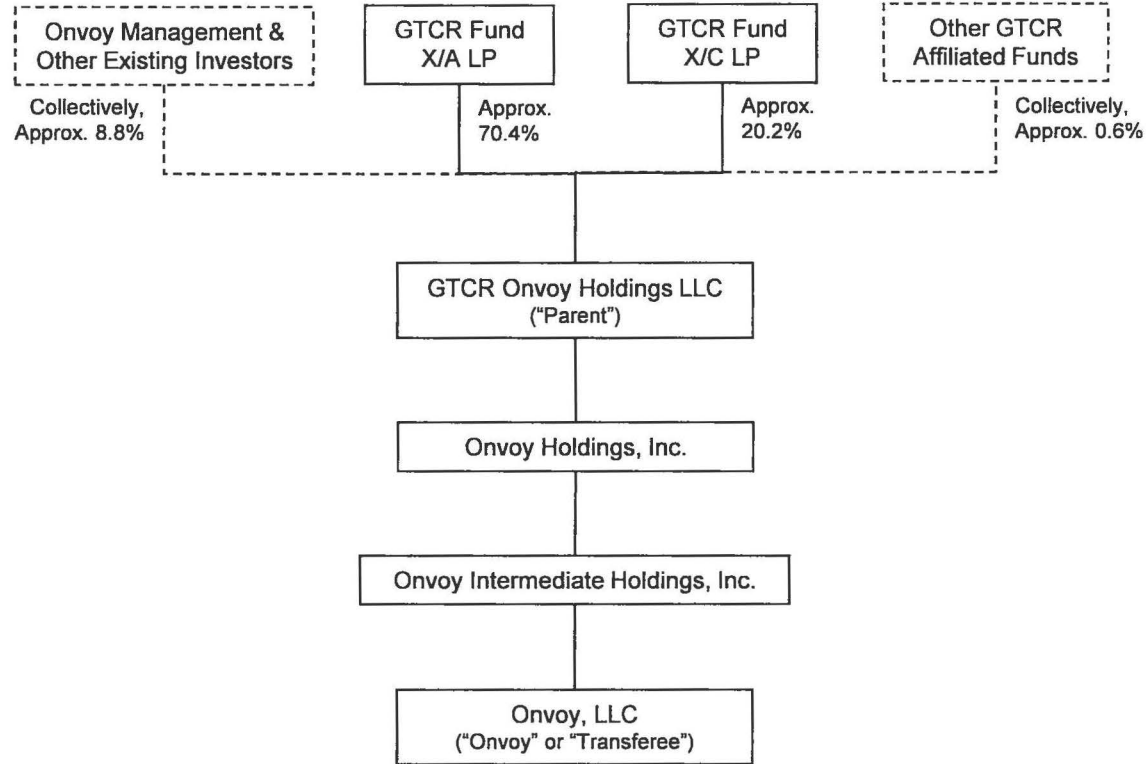
Unless indicated all ownership percentages are 100%.

Post-Inteliquent Merger Corporate Ownership Structure of Neutral Tandem



Unless indicated all ownership percentages are 100%.

Post-Inteliquent Merger Corporate Ownership Structure of Onvoy

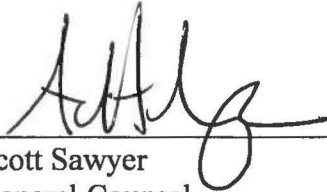


Unless indicated all ownership percentages are 100%.

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.



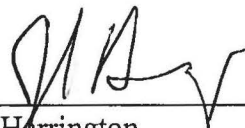
Scott Sawyer
General Counsel
Onvoy, LLC

STATE OF ILLINOIS
COUNTY OF COOK

§
§
§

VERIFICATION

I, John Harrington, state that I am Senior Vice President – Regulatory, Litigation & Human Resources of Inteliquent, Inc. and its subsidiaries (collectively, the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



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

Sworn and subscribed before me this 8th day of November, 2016.



Notary Public

My commission expires May 17, 2018

