

July 30, 2021

VIA E-FILING

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
500 East Capital Avenue
Pierre, South Dakota 57501

Re: Notification Regarding the Proposed Transfer of Indirect Control of Onvoy, LLC, Broadvox-CLEC, LLC, ANPI Business, LLC, ANPI, LLC, Onvoy Spectrum, LLC, and Neutral Tandem-South Dakota, LLC to Sinch US Holding Inc.

Dear Secretary Potter:

GTCR Onvoy Holdings LLC (“Transferor” or “Parent”); Onvoy, LLC (“Onvoy”), Broadvox-CLEC, LLC (“BV-CLEC”), ANPI Business, LLC (“ANPI-Biz”), ANPI, LLC (“ANPI”), Neutral Tandem-South Dakota, LLC (“Neutral Tandem”) (collectively, the “Licensees”); and Sinch US Holding Inc. (“Transferee” or “Sinch US”) (collectively with Transferor and Licensees, the “Parties”), notify the Commission of a proposed transfer of indirect control of Licensees to Transferee. Pursuant to SDCL § 49-31-20, prior Commission action is not required for the Transaction. Accordingly, the Parties submit this letter for informational purposes.

In support of this filing, the Parties provide the following information:

Description of the Parties

A. Transferor and Licensees

Licensees are indirect, wholly owned subsidiaries of Transferor, a Delaware limited liability company. Licensees have a principal executive office at 550 W. Adams Street, Suite 900, Chicago, Illinois 60661. Transferor has a principal executive office at 300 N. LaSalle Dr., Suite 5600, Chicago, Illinois 60654 and 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, including the other Licensees. The following fund owns more than 25 percent of the voting equity of Transferor: GTCR Fund X/A LP.

Onvoy is a Minnesota limited liability company and a direct, wholly owned subsidiary of Onvoy Intermediate Holdings Inc., a Delaware corporation that is a direct, wholly owned subsidiary of Onvoy Holdings Inc. (“Onvoy Holdings”), a Delaware corporation that is a direct, wholly owned subsidiary of Transferor. The other Licensees are direct or indirect, wholly owned subsidiaries of Onvoy as described more fully below.

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 and/or one or more of its subsidiaries is authorized to provide intrastate telecommunications services in the District of Columbia, Puerto Rico, the U.S. Virgin Islands and in every U.S. state. In South Dakota, Onvoy is authorized to provide local exchange and interexchange telecommunication services pursuant to Certificates granted in

Docket Nos. TC05-084¹ and TC12-030, respectively. Onvoy is also authorized by the FCC to provide domestic and international telecommunications services. Finally, Onvoy provides access to the public switched telephone network, telephone numbers and other functionalities on a wholesale basis to VoIP providers.

BV-CLEC is a Delaware limited liability company and a direct, wholly owned subsidiary of Onvoy. BV-CLEC offers access to the public switched telephone network, telephone numbers and other functionalities on a wholesale basis to VoIP providers, carriers, and other communications providers. In South Dakota, BV-CLEC is authorized to provide local exchange and interexchange telecommunications services pursuant to a Certificate granted in Docket No. TC09-12. BV-CLEC is also authorized by the FCC to provide domestic and international telecommunications services.

ANPI-Biz is a Delaware limited liability company and direct, wholly owned subsidiary of ANZ Communications, LLC (“ANZ”),² a Delaware limited liability company, which in turn is an indirect, wholly owned subsidiary of Onvoy. ANPI-Biz provides wholesale and retail interexchange service throughout the United States, and is authorized to provide competitive local exchange service in a number of states. In South Dakota, ANPI-Biz is authorized to provide (1) interexchange telecommunications services pursuant to a Certificate granted in Docket TC00-129³ and (2) local exchange telecommunications services pursuant a Certificate granted in Docket TC13-021. ANPI-Biz is also authorized by the FCC to provide interstate and international telecommunications services.

ANPI is a Delaware limited liability company and a direct, wholly owned subsidiary of ANZ. ANPI provides wholesale interexchange service throughout the United States, and is authorized to provide competitive local exchange service in a number of states. In South Dakota, ANPI (formerly known as Associated Network Partners, Inc) is authorized to provide (1) local exchange telecommunications services pursuant to a Certificate granted in Docket No. TC13-138 and (2) interexchange telecommunications services pursuant to a Certificate granted in Docket No. TC97-

¹ The original Certificate was granted to Minnesota Independent Interexchange Corporation d/b/a MEANS Telecom (“MEANS”). *In the Matter of the Registration of Minnesota Independent Interexchange Corporation D/B/A Polaris Telcom to provide Interexchange Toll Service to the Customers of Farmers Mutual Telephone Company and Valley Telephone Company*, Order Granting Registration and Approving Tariff, Docket. No. TC92-071 (July 31, 1992). MEANS subsequently merged into Onvoy, its parent company, resulting in the transfer of the Certificate to Onvoy. The service area permitted by the original Certificate was expanded from several border states to statewide. *In the Matter of Application of Onvoy, Inc. for an Amended Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota*, Order Granting Amended Certificate of Authority, Docket No. TC05-84 (Sept. 21, 2005).

² ANZ is a holding company and does not directly hold any authorizations or provide any telecommunications services.

³ The Certificate was originally granted in the name of Zone Telecom, Inc., which subsequently converted to a limited liability company known as Zone Telecom, LLC. In 2012, Zone Telecom, LLC changed its name to ANPI Business, LLC.

048.⁴ ANPI is also authorized by the FCC to provide interstate and international telecommunications services.

Onvoy Spectrum is a Colorado limited liability company, and a wholly owned subsidiary of Onvoy. In South Dakota, Onvoy Spectrum is registered to provide wireless services.

Neutral Tandem, a Delaware limited liability company, is a direct, wholly owned subsidiary of Inteliquent, Inc. (“Inteliquent”), which is in turn a direct, wholly owned subsidiary of Onvoy. Neutral Tandem and its affiliates provide intrastate telecommunications services throughout the United States. In South Dakota, Neutral Tandem is authorized to provide local exchange and interexchange telecommunications services pursuant to a Certificate granted in Docket No. TC10-017. Inteliquent is authorized by the FCC to provide interstate and international telecommunications services.

B. Transferee

Transferee is a Delaware corporation and a wholly-owned direct subsidiary of Sinch Holding AB, which is in turn a wholly-owned direct subsidiary of Sinch AB (publ) (“Sinch”). Sinch, a publicly-traded company headquartered in Stockholm, Sweden, is a global leader in the markets for communications-platform-as-a-service (CPaaS) and mobile customer engagement. Sinch trades publicly on the Nasdaq Stockholm AB. No person or entity owns 25 percent or more of the voting stock of Sinch. Through its operating subsidiaries, Sinch is a leading global communications services provider with employees in 30 countries, serving enterprise customers, cloud platforms, application service providers, wholesale communications providers, and mobile operators. Upon consummation of the proposed Transaction, Sinch US will be the sole shareholder of Onvoy Holdings, the indirect parent company of the Licensees.

Designated Contacts

Questions, correspondence or other communications concerning this filing should be directed to:

⁴ The Certificate to provide interexchange telecommunications services was original granted to Associated Network Partners, Inc., which converted to a limited liability company, ANPI, LLC in 2010.

For Transferor and Licensees:

Ronald W. Del Sesto, Jr.
Brett P. Ferenchak
Stephany Fan
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
ronald.delsesto@morganlewis.com
brett.ferenchak@morganlewis.com
stephany.fan@morganlewis.com

For Transferee:

John T. Nakahata
Henry Shi
HARRIS, WILTSHIRE & GRANNIS LLP
1919 M Street N.W., 8th Floor
Washington, D.C. 20036-3537
Tel: 202-730-1348
jnakahata@hwglaw.com
hshi@hwglaw.com

With copies for Transferor and Licensees to:

Richard Monto
Inteliquent, Inc.
550 West Adams St., Suite 900
Chicago, IL 60661
richard.monto@inteliquent.com

With copies for Transferee to:

Tasha Robinson
Sinch US Holding Inc.
One Alliance Center
3500 Lenox Road NE
Suite #1875
Atlanta, GA 30326
tasha.robinson@sinch.com

Description of the Transfer of Indirect Control

Pursuant to the Stock Purchase Agreement, dated as of February 16, 2021, by and among Transferor, Transferee, and Sinch solely for the limited purposes specified therein, Transferee will acquire all of the issued and outstanding shares of common stock of Onvoy Holdings (the "Transaction"). As a result, Onvoy Holdings will become a direct, wholly owned subsidiary of Transferee. Licensees will remain indirect subsidiaries of Onvoy Holdings and, therefore, will become indirect subsidiaries of Transferee. Diagrams depicting the pre- and post-Transaction corporate organization structures are appended hereto as Exhibit A.

Public Interest Considerations

The Parties submit that the Transaction is in the public interest. The Transaction will bring together two successful enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Transferee is managerially, technically, and financially well-qualified to complete the Transaction. Further, Transferee has plans to invest in the combined company's communications services to further grow and strengthen its capabilities. Licensees therefore will continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services in South Dakota supported by experienced management. Licensees also will be supported by the financial resources of Transferee.

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At the same time, the Transaction will have no adverse impact on the customers of Licensees. Immediately following the 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 Transaction will be that that Licensees' indirect ownership will change, with Transferee being the new ultimate owner. Since the Transaction will occur at the holding company level, it will be transparent and seamless from a customer's perspective.

* * * *

We would appreciate acknowledgement of receipt and acceptance of this filing, which is being submitted electronically. Please do not hesitate to contact us if you have any questions regarding this submission.

Respectfully submitted,

/s/ John T. Nakahata

John T. Nakahata
Henry Shi
HARRIS, WILTSHIRE & GRANNIS LLP
1919 M Street N.W., 8th Floor
Washington, D.C. 20036-3537
Tel: 202-730-1348
jnakahata@hwglaw.com
hshi@hwglaw.com

Counsel for Transferee

/s/ Ronald W. Del Sesto, Jr.

Ronald W. Del Sesto, Jr.
Brett P. Ferenchak
Stephany Fan
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
ronald.delsesto@morganlewis.com
brett.ferenchak@morganlewis.com
stephany.fan@morganlewis.com

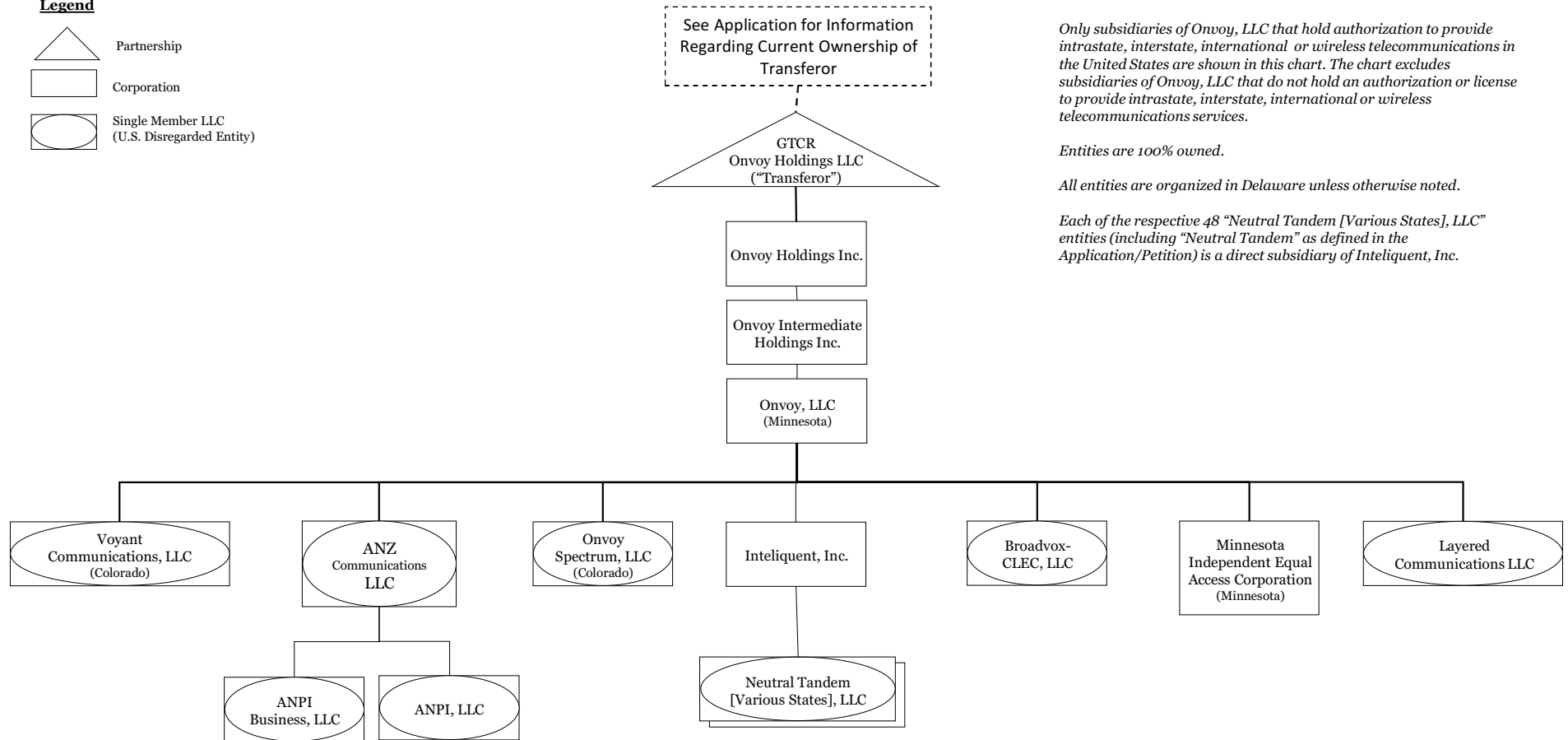
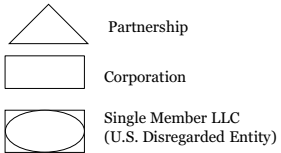
Counsel for Transferor and Licensees

EXHIBIT A

Current and Post-Transaction Control Structure of Licensees

CURRENT OWNERSHIP STRUCTURE OF LICENSEES

Legend



Only subsidiaries of Onvoy, LLC that hold authorization to provide intrastate, interstate, international or wireless telecommunications in the United States are shown in this chart. The chart excludes subsidiaries of Onvoy, LLC that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.

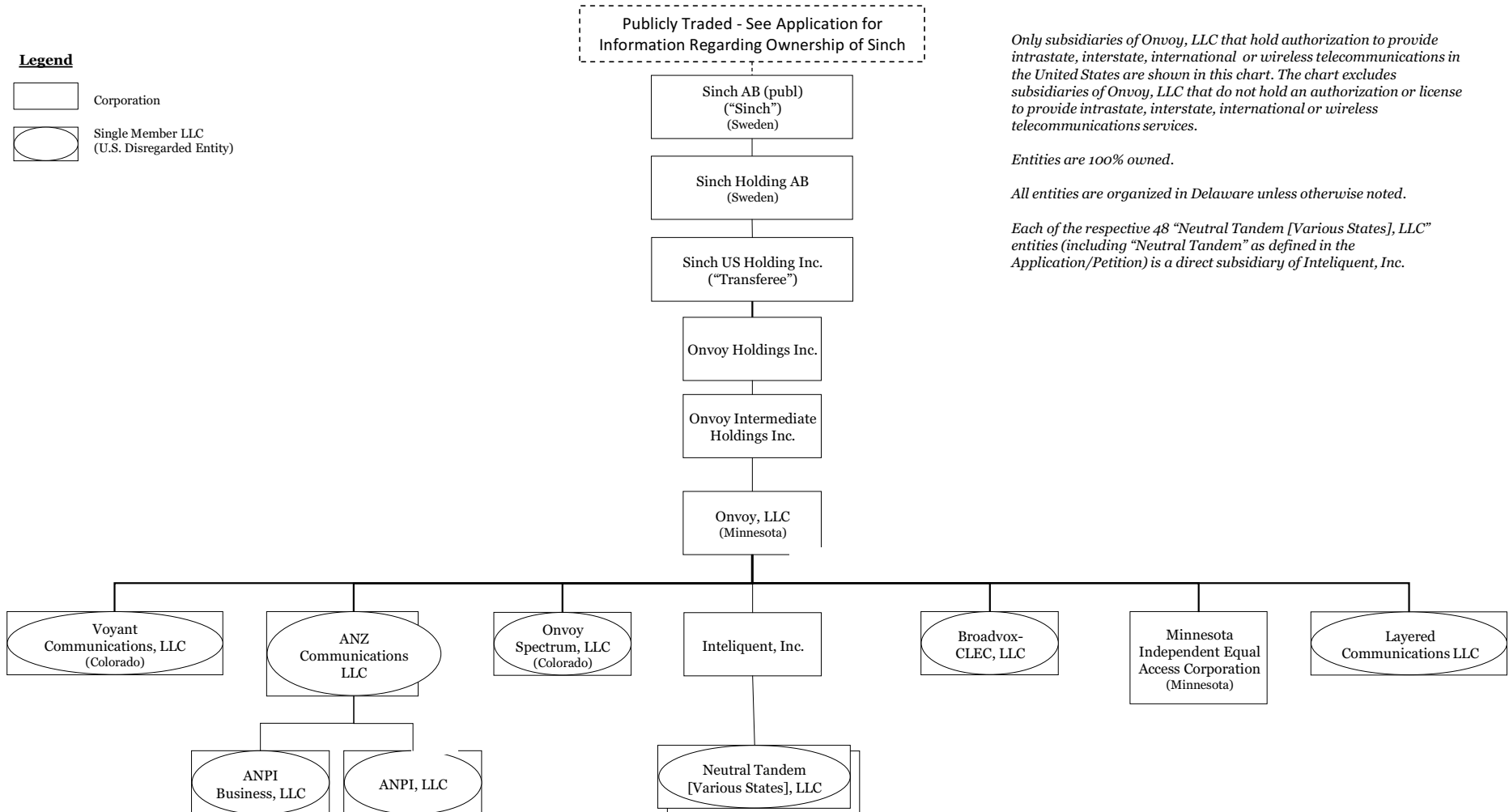
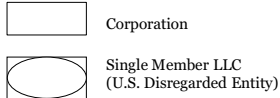
Entities are 100% owned.

All entities are organized in Delaware unless otherwise noted.

Each of the respective 48 "Neutral Tandem [Various States], LLC" entities (including "Neutral Tandem" as defined in the Application/Petition) is a direct subsidiary of Inteliquent, Inc.

POST-CLOSING OWNERSHIP STRUCTURE OF LICENSEES

Legend



Only subsidiaries of Onvoy, LLC that hold authorization to provide intrastate, interstate, international or wireless telecommunications in the United States are shown in this chart. The chart excludes subsidiaries of Onvoy, LLC that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.

Entities are 100% owned.

All entities are organized in Delaware unless otherwise noted.

Each of the respective 48 "Neutral Tandem [Various States], LLC" entities (including "Neutral Tandem" as defined in the Application/Petition) is a direct subsidiary of Inteliquent, Inc.

VERIFICATION

I, Richard L. Monto, state that I am Corporate General Counsel and Secretary 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 thereof and the certifications contained therein regarding 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 1st day of June, 2021.



Name: Richard L. Monto
Title: Corporate General Counsel and Secretary
Onvoy, LLC

VERIFICATION

I, Roshan Saldanha, state that I am Chief Financial Officer of Sinch US 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 thereof and the certifications contained therein regarding 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 18th day of June, 2021.



Name: Roshan Saldanha
Title: Chief Financial Officer
Sinch US Holding Inc.