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June 26, 2015

VIA ELECTRONIC FILING

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capital Building, 1st Floor
500 East Capital Avenue
Pierre, South Dakota 57501-5070

**Re: Notification Regarding the Proposed Transfer of Control of Broadvox-CLEC, LLC
to Onvoy, LLC**

Dear Ms. Van Gerpen

By this letter, Onvoy, LLC (“Onvoy”), The Broadvox Holding Company, LLC (“BV-Holding”), and Broadvox-CLEC, LLC (“BV-CLEC”) (collectively, the “Parties”) notify the Commission of the proposed transfer of control of BV-CLEC from BV-Holdings to Onvoy (the “*Broadvox Transaction*”). Pursuant to S.D. Codified Laws § 49-31-20, Commission approval is not required for the *Broadvox Transaction*. Accordingly, the Parties submit this letter for informational purposes.

Description of the Parties

A. Onvoy, LLC

Onvoy is a limited liability company organized under the laws of the State of Minnesota whose principal address is 10300 6th Avenue North, Plymouth, Minnesota 55441. Onvoy is a wholly owned, direct subsidiary of Communications Infrastructure Investments, LLC, a Delaware limited liability company (“CII”). CII has no majority owner.

Onvoy has been providing telecommunications service since 1988. Onvoy provides primarily wholesale local exchange and long distance services, switched access, transit and other services to other carriers. In South Dakota, Onvoy is authorized to provide interexchange and local

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exchange 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.

B. The Broadvox Holding Company, LLC and Broadvox-CLEC, LLC

BV-CLEC is a Delaware limited liability company and currently a direct subsidiary of BV-Holding, a Delaware limited liability company. BV-CLEC and BV-Holding have a principal place of business at 75 Erieview Plaza, Suite 400, Cleveland, Ohio 44114.

BV-CLEC provides access to the public switched telephone network, telephone numbers and other functionalities to its VoIP-provider affiliate, Broadvox, LLC (“BV-LLC”). 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.

Contacts

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

for Onvoy:

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with a copy to:

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Onvoy, LLC
10300 6th Avenue North
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763-230-4660 (tel)
952-230-4300 (fax)
scott.sawyer@onvoy.com

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 Telecom 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).

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for Broadvox:

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Cleveland, Ohio 44114
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agertsburg@broadvox.com

Description of the *Broadvox Transaction*

Pursuant to a Membership Interest Purchase Agreement between/among BV-Holding and Onvoy, dated as of June 10, 2015 (the “Agreement”), Onvoy will acquire all of the issued and outstanding membership interests in BV-CLEC.² As a result, direct ownership and control of BV-CLEC will be transferred from BV-Holding to Onvoy; ultimate ownership and control of BV-CLEC will be transferred to CII. For the Commission’s reference, a chart depicting the pre- and post-*Broadvox Transaction* ownership of BV-CLEC is provided as Exhibit A.

The *Broadvox Transaction* will be conducted in a manner that will be transparent to BV-CLEC customers and any future name change or service changes will be preceded by appropriate notices to customers as well as any required regulatory filings. The *Broadvox Transaction* will not result in any immediate change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the *Broadvox Transaction*, BV-CLEC will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. The only change immediately following closing of the *Broadvox Transaction* from a consumer’s perspective is that Onvoy, and ultimately CII, will be the new owners of BV-CLEC.

* * * *

² Pursuant to the Agreement, Onvoy will also acquire all of the issued and outstanding membership interest in Broadvox, LLC (“BV-LLC”). Onvoy is not acquiring any other subsidiaries of BV-Holding as part of the *Broadvox Transaction*.

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

Respectfully submitted,

/s/ *Brett P. Ferenchak*

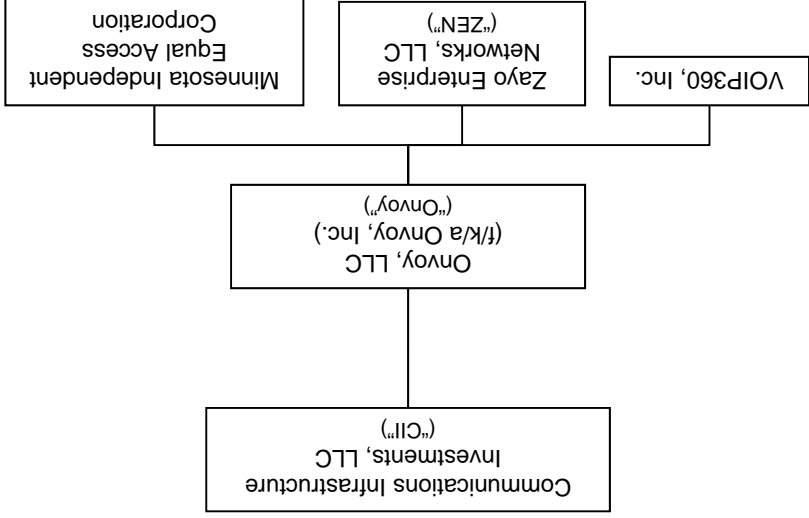
Russell M. Blau
Brett P. Ferenchak

Counsel for Onvoy, LLC

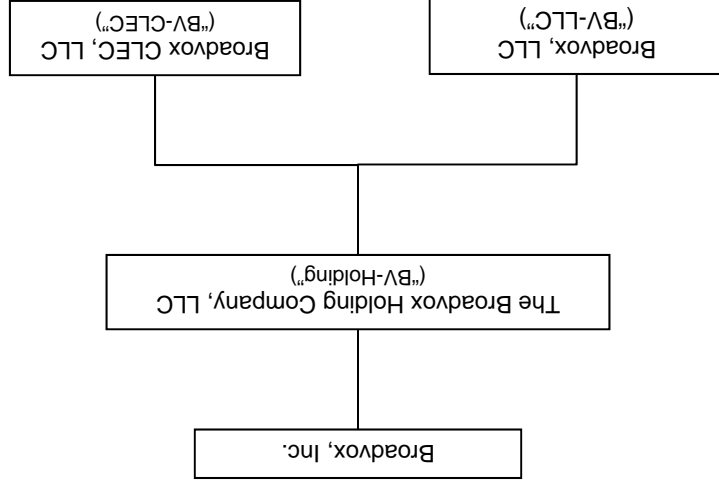
EXHIBIT A

Pre- and Post-*Broadvox Transaction* Ownership of BV-CLEC

Current Corporate Organizational Structure of Onvoy



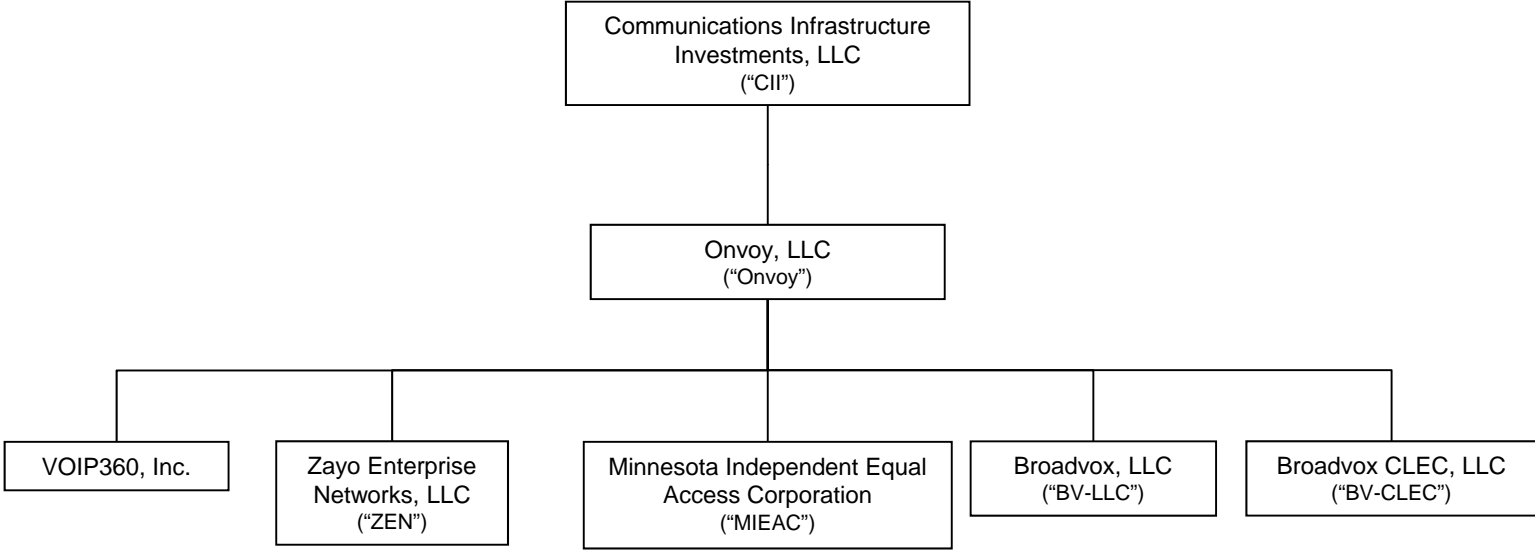
Current Corporate Organizational Structure of BV-CLEC & BV-LLC*



* The entities listed herein only include BV-CLEC and BV-LLC and their parent companies. The chart excludes affiliates of BV-CLEC and BV-LLC that are not part of the *Broadvox Transaction*.

All ownership percentages are 100%.

Post-Closing Corporate Organizational Structure of Onvoy, BV-CLEC & BV-LLC



All ownership percentages are 100%.

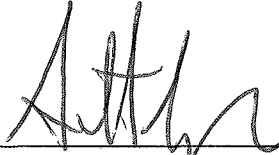
Verifications

STATE OF MINNESOTA
COUNTY OF HENNEPIN

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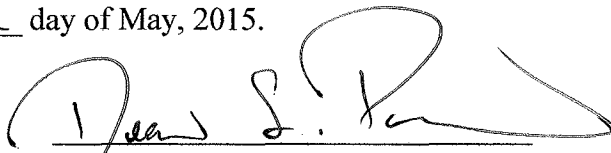
VERIFICATION

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.



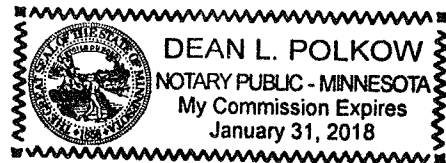
Scott Sawyer
General Counsel
Onvoy, LLC

Sworn and subscribed before me this 12th day of May, 2015.



Notary Public

My commission expires January 31, 2018



STATE OF OHIO

§
§
§

COUNTY OF CUYAHOGA

VERIFICATION

I, Eugene Blumin, state that I am Chief Operating Officer of Broadvox, Inc. and a corporate officer of its subsidiaries (collectively, the “Company”), including The Broadvox Holding Company, LLC and Broadvox-CLEC, LLC; 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.

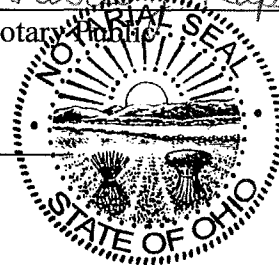


Eugene Blumin
Chief Operating Officer
Broadvox, Inc.

Sworn and subscribed before me this 14th day of May, 2015.

Susan J. Rapinz

Notary Public



SUSAN J. RAPINZ
NOTARY PUBLIC
STATE OF OHIO
Recorded in
Cuyahoga County
My Comm. Exp. 2/5/2020

My commission expires Feb 5, 2020