

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

In the Matter of the Joint Application of)
)
Onvoy, LLC, Assignor,)
)
and) WC Docket No. 20-_____
)
Garden Valley Telephone Company, As-) IB File No. ITC-ASG-2020_____
signee,)
)
)
for Authority Pursuant to Section 214 of the)
Communications Act of 1934, as amended, and)
the Commission’s Rules to Complete a Partial)
Customer Base Transfer)

JOINT APPLICATION

Onvoy, LLC (“Onvoy” or “Assignor”) and Garden Valley Telephone Company (“Garden Valley” or “Assignee”) (together, “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 to assign the accounts and account information of (a) all of Onvoy’s active customers that receive end user long distance services in Garden Valley’s local service area and (b) certain of Onvoy’s active customers that receive end user long distance services in areas contiguous to Garden Valley’s local service area ((a) and (b) together, the “Affected Customer Base”) to Garden Valley (the “Transaction”).¹ The proposed Transaction will not result in a discontinuance, loss or impairment of service.

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

¹ Because Assignee already holds blanket domestic and international Section 214 authorizations, the Transaction does not contemplate the assignment of Assignor’s domestic or international Section 214 authorizations to Assignee.

I. DESCRIPTION OF THE APPLICANTS

A. Onvoy, LLC

Onvoy is a Minnesota limited liability company with principal offices at 10300 6th Ave North, Plymouth, Minnesota 55441. Onvoy is an indirect, wholly owned subsidiary of GTCR Onvoy Holdings LLC (“Holdco”). 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.²

Onvoy provides primarily provides wholesale local exchange and long distance services, switched access, transit and other services (including messaging and 911) to other carriers and communications providers. Onvoy’s retail long distance services represent a small portion of its business resulting from its legacy services. Onvoy has several other subsidiaries that provide various types of communications services including: ANPI, LLC (“ANPI”);³ ANPI Business, LLC (“ANPI-Biz”); Broadvox, LLC (“BV-LLC”); Broadvox-CLEC, LLC (“BV-CLEC”); Inteliquent, Inc. (“Inteliquent”); Layered Communications, LLC (“Layered”); Minnesota Independent Equal Access Company (“MIEAC”); Onvoy Spectrum, LLC (“Onvoy Spectrum”); and Voyant Communications, LLC (“Voyant”).

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 & 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.

³ 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.

B. Garden Valley Telephone Company

Garden Valley is a Minnesota cooperative with principal offices at 201 Ross Ave, P.O. Box 259, Erskine, MN 56635. Garden Valley operates as incumbent local exchange carrier (“ILEC”) and competitive local exchange carrier (“CLEC”) and also provides intrastate, interstate and international telecommunication long distance services. Garden Valley was founded in 1906 and had been in business for over 100 years. Garden Valley operates in northwest Minnesota where it provides services in 26 exchanges. Garden Valley provides business and residential consumers with advanced integrated communications and technological solutions, gigabit-speed Internet, Digital HD TV, Security, 4G LTE Cellular, Smart Home Technology and Voice services.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to an Asset Purchase Agreement dated February 26, 2020 by and among Onvoy and Garden Valley, Onvoy will assign to Garden Valley all of Onvoy’s rights, title, interest and obligations to the long distance telephone service accounts and account information of the Affected Customer Base (the “Transaction”). For over two decades, Onvoy and Garden Valley had an arrangement where Onvoy was the regulated carrier responsible for carrying the Affected Customer Base’s long distance calls under the “Garden Valley Long Distance” branded product. Under that arrangement, Onvoy defined the bundles and pricing of the services, while Garden Valley was responsible for all customer interactions, branding, and billing. As a result of the Transaction, Garden Valley will assume full ownership of the customer accounts and account information and become the long distance provider for approximately 8,100 customers of Onvoy that receive Onvoy’s “Garden Valley Long Distance” product and that are located in (or contiguous to) the service territory of Garden Valley. Immediately following the Transac-

tion, the Affected Customer Base will continue to receive service on the same terms and conditions from Garden Valley without interruption or disruption. Further, Onvoy will be Garden Valley's underlying service provider for such long distance services.

Consistent with Section 64.1120(e) of the Commission's rules, Onvoy and Garden Valley will jointly notify the Affected Customer Base by letter substantially in the form of Exhibit A stating that following completion of the Transaction that the "Garden Valley Long Distance" services currently provided by Onvoy will be provided by Garden Valley.

III. PUBLIC INTEREST CONSIDERATIONS

The Transaction will serve the public interest. The Transaction will allow Onvoy to further focus on its core wholesale services, while allowing Garden Valley to expand its business and achieve economies of scale by expanding the service offerings Garden Valley directly offers to the Affected Customer Base, which already receives local exchange services from Garden Valley. In addition, the Affected Customer Base will benefit from having access to expanded service offerings from Garden Valley. Customers currently receive service bills from Garden Valley and will continue to do so following the Transaction. Garden Valley will continue to provide high-quality Long Distance communications services to customers without interruption.

Furthermore, the Transaction is expected to be seamless to the Affected Customer Base. Upon completion of the Transaction, Garden Valley will provide the Affected Customer Base with the same quality long distance services they have come to expect, and all billing will be handled by Garden Valley using the Garden Valley name. The Affected Customer Base will continue to receive the same services that they currently receive without any immediate changes to the service offerings, rates, or terms and conditions. Any future changes in the rates, terms and conditions of service to the affected customers, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements and contractual obligations. Applicants will also provide prior

written notice of the Transaction to current customers consistent with the requirements of Section 64.1120(e) of the Commission's rules and applicable state rules.

Lastly, the proposed Transaction does not present any anticompetitive issues. After completion of the Transaction, Garden Valley's total share of the interstate interexchange market will be significantly less than ten percent (10%).

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p):

(a) Name, address and telephone number of each Applicant:

Assignor:

Onvoy, LLC **FRN: 0028218444**
10300 6th Avenue North
Plymouth, MN 55441
Tel: 855-404-4768

Assignee:

Garden Valley Telephone Company **FRN: 0002652519**
201 Ross Avenue
PO Box 259
Erskine, MN 56635
Tel: 218-687-2400

(b) Jurisdiction of Organizations:

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

Assignee: Garden Valley is a cooperative formed under the laws of Minnesota.

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

sent to:

For Onvoy:

Ronald W. Del Sesto
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
ronald.delsesto@morganlewis.com
brett.ferenchak@morganlewis.com

With copies to:

Terri Asiala
Vice President
Onvoy, LLC d/b/a Inteliquent
10300 6th Avenue North
Plymouth, MN 55441
Telephone: 763-230-4305
Teri.asiala@inteliquent.com

For Garden Valley:

Shannon M. Heim
Moss & Barnett PA
150 Fifth Avenue South, Suite 1200
Minneapolis, MN 55402
612-877-5320 (tel)
612-877-5022 (fax)
Shannon.Heim@lawmoss.com

With copies to:

Tim Brinkman, General Manager
Garden Valley Telephone Company
201 Ross Avenue, P.O. Box 259
Erskine, MN 56535
218-687-2400 (tel)
218-687-2454 (fax)
Tim.brinkman@gvtel.com

(d) Section 214 Authorizations

Assignor: 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. *See* 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.

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).⁵ ANPI-Biz 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.

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.

Inteliquent 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-214-20100423-00180. Inteliquent 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.⁷ Layered 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).

Voyant holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global

⁵ 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.

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 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).

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.

Assignee: Garden Valley holds international Section 214 authority to provide global or limited global resale services in IB File No. ITC-214-20170301-00028. Garden Valley also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

(h) **(Answer to Questions 11 & 12)** Garden Valley operates as a cooperative. No single member of the cooperative owns or controls more than ten percent (10%) of Garden Valley.

(i) **(Answer to Question 14)** Assignee certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers.

(j) **(Answer to Question 15)** Assignee certifies that it does not seek to provide international telecommunications services to any destination country where (1) Assignee is a foreign carrier in that country, (2) Assignee controls a foreign carrier in that country, (3) any entity that owns more than 25 percent of Assignee, or that controls Assignee, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own in the aggregate more than 25 percent of Assignee 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.

(k) Not applicable.

(m) Not applicable.

(n) Assignee certifies that it has 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). In particular, Section 63.12(c) is inapplicable because Assignee is not a foreign carrier and is not affiliated with any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies.

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 for the Transaction in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed transaction is set forth in **Section II** above.

(a)(7) Onvoy authorized to provide competitive local exchange and/or interexchange telecommunications services in the District of Columbia and every state except Alaska. Onvoy provides interstate and international telecommunications services through the United States. One or more of Onvoy's subsidiaries is authorized to provide intrastate telecommunications services in every state and the District of Columbia.

Garden Valley provides business and residential consumers with advanced integrated communications and technological solutions, gigabit-speed Internet, Digital HD TV, Security, 4G LTE Cellular, Smart Home Technology and Voice services. Garden Valley provides local exchange telecommunication services as an ILEC and CLEC and intrastate interexchange, interstate and international telecommunication services. Garden Valley serves the following 24 exchanges in

Northeastern Minnesota as an ILEC: Bagley, Beltrami, Brooks, Clearbrook, Erskine, Fertile, Fosston, Gatzke, Convick, Goodridge, Grygla, Gully, Lengby, Leonard, Maple Bay, McIntosh, Mentor, Minerva, Oklee, Plummer, Red Lake Falls, Saint Hilaire, Shevlin and Winger. Garden Valley also serves the following 2 exchanges as a CLEC: Mahnomen and Thief River Falls. Garden Valley provides also interstate and international long distance services to certain customers located in these exchanges.

As described above, Onvoy provides intrastate, interstate and international long distance services in the service territory of Garden Valley and in areas contiguous to that territory. All of the Affected Customer Base receive local exchange services from Garden Valley.

(a)(8) Although this Application is not eligible for streamlined processing pursuant to Section 63.03(b) of the Commission's rules, Applicants respectfully request that the Commission act on this Application in a manner as consistent with the streamlined processing timelines as possible.

(a)(9) There are no other Commission applications related to this Transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure. However, Applicants are targeting completion of the Transaction approximately 60 days of signing the Agreement. Therefore, Applicants respectfully request expedited processing of the review and approval of this Application in order to allow the parties to meet this schedule.

(a)(11) No waiver requests are being sought in conjunction with the Transaction.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section III, above.

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 to assign the accounts and account information of the Affected Customer Base of Onvoy to Garden Valley.

Respectfully submitted,

/s/ Shannon M. Heim
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Moss & Barnett PA
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Minneapolis, MN 55402
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Counsel for Onvoy, LLC

Dated: March 4, 2020

EXHIBIT A

Sample Customer Notice

<p>[Onvoy, LLC dba Inteliquent Logo] 10300 6th Ave North Plymouth, MN 55441</p>	<p>[GARDEN VALLEY LOGO/HEADER] 201 Ross Ave PO Box 259 Erskine, MN 56635</p>
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EXHIBIT A

[DATE]

RE: Account #[Customer Acct # here]

Dear Garden Valley Long Distance customer:

For over two decades, Garden Valley Telephone Company, doing business as Garden Valley Technologies (“GVT”), has provided “Garden Valley Long Distance” service for local exchange customers through an arrangement with Onvoy, LLC (“Onvoy”), a regional carrier based in Minneapolis. Under this arrangement, Onvoy was the regulated carrier responsible for carrying your long distance calls across the state, across the country and internationally. While Onvoy was responsible for defining the long distance service plans and pricing, GVT was responsible for all customer interactions, branding, and billing. Effective on or after [DATE], (the “Transfer Date”), GVT will assume your long distance account and responsibility for your long distance services. The actual Transfer Date will depend on when we receive the appropriate state and federal regulatory approvals. GVT is excited to take on this additional role and look forward to continuing to fulfill your communication needs.

What does this change mean to you? You do not need to do anything to continue to use Garden Valley Long Distance on the same plans at the same rates, terms, and conditions that you are accustomed to. These rates, terms and conditions are included on a separate sheet with this notice. GVT will notify you of any future changes in rates, terms, and conditions as required by law and the terms of your service contract/order.

The transfer to GVT will be seamless for you. GVT will be responsible for any charges associated with transferring your account.

If you have not made arrangements to switch your long distance service to a different provider prior to the Transfer Date, your account will automatically be transferred and your contract assigned to GVT, even if you have previously arranged for a preferred carrier freeze, which will be lifted for the transaction. If you would like a freeze to be reinstated after your transfer to GVT, you must request a new freeze after the transfer occurs by calling GVT at 1-800-448-8260. If you receive local exchange services from a provider other than GVT, you will need to contact that provider to reinstate your preferred carrier freeze.

If you decide to change your long distance service to another provider, you will need to contact that provider directly to arrange for the change before GVT becomes your long distance provider. Although you always have the choice to select another provider for your telephone service, subject to the terms of your service contract/order, GVT values your business and hopes that you will continue to let GVT serve your long distance needs.

GVT will respond to any complaints prior to and during the transfer of long distance customers to GVT. GVT can be reached toll free regarding any complaints, questions, or concerns at 1-800-448-8260. If you have questions for Onvoy, you may also contact Onvoy.

GVT looks forward to providing your long distance service.

Sincerely,

Your long distance teams
Garden Valley Telephone Company

Garden Valley Long Distance

Onvoy, LLC

VERIFICATION

I, Tim Brinkman, state I am the CEO/General Manager of Garden Valley Telephone Company (“the Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared at my direction; and that the contents with respect to the Company and its affiliates are true and correct to my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 3rd day of March, 2020.

A handwritten signature in black ink, appearing to be 'T. Brinkman', written over a horizontal line.

Tim Brinkman CEO/General Manager

VERIFICATION

I, Surendra Saboo, state that I am the President of Onvoy, LLC; that I am authorized to make this Verification on behalf of Onvoy, LLC; that the foregoing filing was prepared at my direction; and that the contents with respect to Onvoy, LLC and its affiliates are true and correct to my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 26th day of February, 2020.



Surendra Saboo