



July 19, 2013
Via Overnight Delivery

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Ms. Rosemary Chiavetta, Commission Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Bldg.
400 North Street 2nd Floor
Harrisburg, PA 17120

RE: Onvoy, Inc. d/b/a Onvoy Voice Services - Application Form for Approval of Authority to Offer, Render, Furnish, or Supply Telecommunications Services to the Public in the Common Wealth of Pennsylvania

Dear Ms. Chiavetta:

Enclosed for filing, please find the original and three (3) copies of the Application Form for Approval to Offer both Local, Interexchange and Access Service submitted on behalf of Onvoy, Inc. The signed Verification Statement follows the application. The Company respectfully requests an effective date for this filing to be as soon as possible. A check in the amount of \$250.00 is enclosed to cover the filing fee.

The Company requests confidential treatment of the financial statements included with this Application. These financial statements are provided under seal marked "Confidential". Please handle these documents in accordance with Commission established procedures for confidential material.

The Company is seeking Interexchange Toll Reseller and Interexchange Toll Facilities-based certifications. The Company wishes to de-tariff these services pursuant to 66 Pa C. S. § 3018(b)(2).

The Company will mirror the exchange area boundaries as stated in the tariffs of Verizon Pennsylvania Inc. Telephone Pa. P.U.C. No. 180A, 182, 182A, 185B and 185C; Verizon North Inc. Telephone Pa. P.U.C. Nos 1, 3, 5 and 6; Frontier Commonwealth Telephone Company Pa. P.U.C Tariff No. 24, Frontier Communications of Breezewood, Inc. Pa. P.U.C Tariff No. 5; Frontier Communications of Canton, Inc. Pa. P.U.C Tariff No. 3; Frontier Communications of Lakewood, LLC Pa. P.U.C. No. 5; Frontier Communications of Oswayo River, LLC Pa P.U.C. Tariff No. 5; Frontier Communications of Pennsylvania, LLC Pa. P.U.C. No. 14; CenturyLink PA P.U.V. No. 27; Citizens Telephone Company of Kecksburg PA PUC Tariff No. 3; and Citizens Telecommunications Company of New York PA PUC Tariff No. 2.

Ms. Rosemary Chiavetta, Commission Secretary
Pennsylvania Public Utility Commission
July 19, 2013
Page 2

Also enclosed with this filing are the following Exhibits:

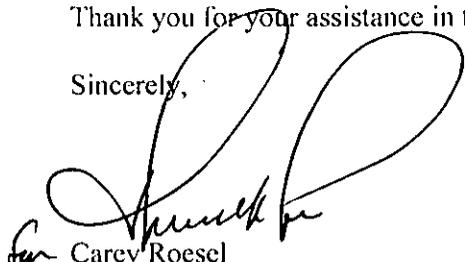
- Exhibit A1: Certificate of Foreign Authority from the Commonwealth of Pennsylvania
- Exhibit A2: Amended and Restated Articles of Incorporation
- Exhibit B: Financial Information
 - Exhibit B1: Confidential (submitted under seal)
 - Exhibit B2: Public
- Exhibit C: Proposed Local Exchange Tariff (includes IntraLata Toll) and Proposed Access Tariff
- Exhibit D: Certificate of Service
- Exhibit E: V9-1-1-1 Public Safety Answering Points List and Transmittal Letter
- Exhibit F: Original signed and notarized Verification Statement.

The Applicant respectfully requests a waiver of the supplemental requirement to purchase newspaper advertising of this Application under 52 Pa. Code § 5.14(b). As set forth in the Application, the Applicant served all affected ILECs with a copy of the Application. Publication in the Pennsylvania Bulletin by the Commission will be sufficient.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3006 or via email to croesel@tminc.com.

Thank you for your assistance in this matter.

Sincerely,



Carey Roesel
Consultant to Onvoy, Inc.

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cc: Scott Sawyer - Onvoy
Service List (See Certificate of Service)

file: Onvoy - Pennsylvania - Local & Access

tms: PAA1301

Enclosures

CR/lw



August 8, 2013
Via Overnight Delivery

Ms. Rosemary Chiavetta, Commission Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Bldg.
400 North Street 2nd Floor
Harrisburg, PA 17120

RE: Onvoy, Inc. d/b/a Onvoy Voice Services
Application for Approval to Offer, Render, Furnish or Supply Telecommunications Services to
the Public in the Commonwealth of Pennsylvania

Dear Ms. Chiavetta:

Enclosed for filing please find the original and three (3) copies of replacement pages to the Application for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public in the Commonwealth of Pennsylvania submitted on behalf of Onvoy, Inc. d/b/a Onvoy Voice Services. This filing addresses the deficiencies of the application noted in the memo dated July 25, 2013.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3006 or via email to croesel@tminc.com. Thank you for your assistance in this matter.

Sincerely,

Carey Roesel
Consultant to Onvoy, Inc. d/b/a Onvoy Voice Services

cc: Scott Sawyer - Onvoy
Service List
file: Onvoy - PA Local
tms: PAL1300a

Enclosures
CR/gs

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PUC-377
Rev. 01/13

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Application of:

Onvoy, Inc. d/b/a Onvoy Voice Services,

for approval to offer, render, furnish or supply telecommunications services to the public in the Commonwealth of Pennsylvania.

1. IDENTITY OF THE APPLICANT: The name, address, telephone number, and fax number of the Applicant.

Onvoy, Inc. d/b/a Onvoy Voice Services
10300 6th Avenue North
Plymouth, MN 55441
Telephone: 763-230-2036
Facsimile: 952-230-4200
Toll Free: 800-933-1224

Please identify any predecessors of the Applicant and provide other names under which the Applicant has operated within the preceding five years, including name, address, and telephone number.

None

2. ATTORNEY: The name, address, telephone number, and fax number of the Applicant's attorney.

Scott Sawyer, General Counsel
Onvoy, Inc.
10300 6th Ave North, Plymouth, MN 55441
Office: 763-230-4660
Fax: 763-230-4200

3. CONTACTS:

A) APPLICATION: The name, title, address, telephone number, and fax number of the person to whom questions about this application should be addressed.

Scott Sawyer, General Counsel
Onvoy, Inc. d/b/a Onvoy Voice Services, Inc
10300 6th Avenue North
Plymouth, MN 55441
Telephone: 763-230-4660
Facsimile: 952-230-4200

B) PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY (PEMA): The name, title, address, telephone number and FAX number of the person with whom contact should be made by PEMA (Pennsylvania Emergency Management Agency).

Scott Sawyer, General Counsel
Onvoy, Inc. d/b/a Onvoy Voice Services, Inc
10300 6th Avenue North
Plymouth, MN 55441

Telephone: 763-230-4660
Facsimile: 952-230-4200

- C) **RESOLVING COMPLAINTS:** Name, address, telephone number, and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints and queries filed with the Public Utility Commission or other agencies.

Mary Buley, Senior Regulatory & Interconnection Manager
Onvoy, Inc. d/b/a Onvoy Voice Services, Inc
10300 6th Avenue North
Plymouth, MN 55441
Telephone: 763-230-4183
Facsimile: 952-230-4200

4. **FICTITIOUS NAME:**

- The Applicant will not be using a fictitious name.
- The Applicant will be using a fictitious name. Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**

- The Applicant is a sole proprietor.
- The Applicant is a:
- General partnership
 - Domestic limited partnership (15 Pa. C.S. §8511)
 - *Foreign limited partnership (15 Pa. C.S. §8582)
 - Domestic registered limited liability partnership (15 Pa. C.S. §8201)
 - *Foreign registered limited liability general partnership (15 Pa. C.S. §8211)

* Provide name and address of Corporate Registered Office Provider or Registered Office within PA. Attach to the application the name and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
Attach to the application proof of compliance with appropriate Department of State filing requirements as indicated above.

- The Applicant is a:
- Domestic corporation (15 Pa. C.S. §1306)
 - *Foreign corporation (15 Pa. C.S. §4124)
 - Domestic limited liability company (15 Pa. C.S. §8913)
 - *Foreign limited liability company (15 Pa. C.S. §8981)

* Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

CT CORPORATION SYSTEM
116 Pine Street, Suite 320
Harrisburg, PA 17101

See attached Amended Articles of Incorporation from Minnesota and a Certificate of Foreign Authority from the Commonwealth of Pennsylvania as Exhibit A1 and A2.

The Applicant is incorporated in the State of Minnesota.

Give name and address of officers:

Officers

Dan Caruso	CEO
Scott E. Beer	Vice President and Secretary
Ken desGarennes	Treasurer
Fritz Hendricks	President

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

All Officers may be reached at:
10300 6th Avenue North, Plymouth, MN 55441

6. AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:

- The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.
- The Applicant has affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania. Name and address of the affiliates. State whether they are jurisdictional public utilities. Give docket numbers for the authority of such affiliates.

If the Applicant or an affiliate has predecessors who have done business within Pennsylvania, give name and address of the predecessors and state whether they were jurisdictional public utilities. Give the docket numbers for the authority of such predecessors.

Zayo Group, LLC
400 Centennial Pkway, Suite 200
Louisville, CO 80027
Docket Nos. A-2011-2224351, A-2011-2224412, A-2011-2224413, A-2011-2224414
Utility Code: 3113182

7. AFFILIATES AND PREDECESSORS RENDERING PUBLIC UTILITY SERVICE OUTSIDE PENNSYLVANIA:

- The Applicant has no affiliates rendering or predecessors which rendered public utility service outside Pennsylvania.
- The Applicant has affiliates rendering or predecessors which rendered public utility service outside Pennsylvania. Name and address of the affiliates and predecessors (please identify affiliates versus predecessors).

Zayo Group, LLC
400 Centennial Pkway, Suite 200
Louisville, CO 80027

8. **APPLICANT'S PRESENT OPERATIONS:** (Select and complete the appropriate statement)

- The applicant is not presently doing business in Pennsylvania as a public utility.
- The applicant is presently doing business in Pennsylvania as a:
 - Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
 - Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
 - Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)
 - Competitive Local Exchange Carrier:
 - Facilities-Based
 - UNE-P
 - Data Only
 - Reseller
 - Incumbent Local Exchange Carrier.
 - Other (Identify).

9. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as:

- Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)
- Competitive Local Exchange Carrier:
 - Facilities-based
 - UNE-P
 - Data Only
 - Reseller
- Incumbent Local Exchange Carrier
- Other (Identify).

10. **PROPOSED SERVICES:** Describe in detail the services which the Applicant proposes to offer. If proposing to provide more than one category in Item #9, clearly and separately delineate the services within each proposed operation. If proposing to operate as a facilities-based Competitive Local Exchange Carrier, provide a brief description of the Company's facilities.

The Company will initially provide wholesale local exchange and long distance services, as well as local transit services, to other CLECs, LECs, ISPs and VoIP providers and switched access services to IXCs. The Company will provide these services using SONUS switches and leased fiber.

11. **SERVICE AREA:** Describe the geographic service area in which the Applicant proposes to offer services. Clearly and separately delineate the service territory for each category listed in Item #9. For Competitive Local Exchange Carrier operations, you must name and serve the Incumbent Local Exchange Carriers in whose territory you request authority.

Onvoy requests authority to provide IXC services in the entire state. Onvoy requests authority to provide CLEC services in areas currently serviced by Frontier, Citizens, CenturyLink (formerly Embarq), and Verizon.

As required by Commission rules, and evidenced by the attached Certificate of Service, a copy of this application, without financial attachments, and a copy of Applicant's proposed local tariff has been served on the appropriate individuals at:

12. **MARKET:** Describe the customer base to which the Applicant proposes to market its services. Clearly and separately delineate a market for each category listed in Item #9.

Onvoy proposes to offer wholesale long distance services, wholesale local services, wholesale operator services and transit services to LEC CLECs, IXCs and other VoIP providers. Onvoy proposes to offer switched access services to IXCs. In the future, Onvoy proposes to offer local exchange services such as PRIs and DS1s to enterprise customers.

13. **PROPOSED TARIFF(S):** Each category of proposed operations must have a separate and distinct proposed tariff setting forth the rates, rules and regulations of the Applicant. Every proposed tariff shall state on its cover page the nature of the proposed operations described therein, i.e., IXC Reseller, CLEC, CAP, or IXC Facilities-based. A copy of all proposed tariffs must be appended to each original and duplicate original and copy of Form 377. See attached Exhibit C.

14. **FINANCIAL: *Attach the following to the Application:***

A general description of the Applicant's capitalization and, if applicable, its corporate stock structure; Current balance sheet, Income Statement, and Cash Flow Statement of Applicant or Affiliated Company, if relying on affiliate for financial security;

A tentative operating balance sheet and a projected income statement for the first year of operation within the Commonwealth of Pennsylvania; provide the name, title, address, telephone number and fax number of the Applicant's custodian for its accounting records and supporting documentation; and indicate where the Applicant's accounting records and supporting documentation are, or will be, maintained.

If available, include bond rating, letters of credit, credit reports, insurance coverage and reports, and major contracts. See attached Exhibit B.

15. **START DATE:** The Applicant proposes to begin offering services on or about _____.

16. **FURTHER DEVELOPMENTS:** Attach to the Application a statement of further developments, planned or contemplated, to which the present Application is preliminary or with which it forms a part, together with a reference to any related proceeding before the Commission.

17. **NOTICE:** Pursuant to 52 Pa. Code §5.14, you are required to serve a copy of the signed and verified Application, with attachments, on the below-listed parties, and file proof of such service with this Commission:

Office of Consumer Advocate

555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate

Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of Attorney General

Office of Consumer Protection
Strawberry Square
Harrisburg, PA 17120

A certificate of service must be attached to the Application as proof of service that the Application has been served on the above-listed parties. A copy of any Competitive Local Exchange Carrier Application must also be served on any and/or all Incumbent Local Exchange Carrier(s) in the geographical area where the Applicant proposes to offer services.

See Exhibit D.

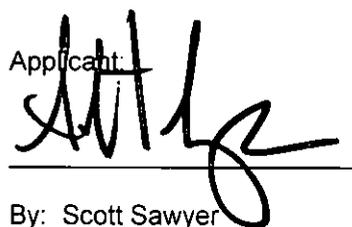
18. **FEDERAL TELECOMMUNICATIONS ACT OF 1996:** State whether the Applicant claims a particular status pursuant to the Federal Telecommunications Act of 1996. Provide supporting facts.

19. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, limited to proceedings dealing with business operations in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

Not applicable

20. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

21. **CESSATION:** The Applicant understands that if it plans to cease doing business within the Commonwealth of Pennsylvania, it is under a duty to request authority from the Commission for permission prior to ceasing business.

Applicant: 
By: Scott Sawyer
Title: General Counsel

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22. **AFFIDAVIT:** Attach to the Application an affidavit as follows:

AFFIDAVIT

[Commonwealth (State) of Rhode Island :
County of Hennepin Bristol : ss. Barrington

Scott Sawyer, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

Affiant is General Counsel of Onvoy, Inc. d/b/a Onvoy Voice Services;

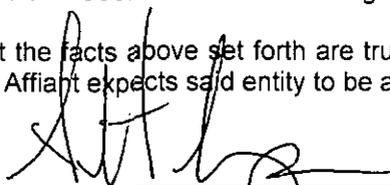
That Affiant is authorized to and does make this affidavit for said corporation;

That Onvoy, Inc. d/b/a Onvoy Voice Services, the Applicant herein, acknowledges that [he/she/it] may have an obligation to serve or to continue to serve the public by virtue of the Applicant commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; with the Federal Telecommunications Act of 1996, signed February 6, 1996, or with other applicable statutes or regulations;

That Onvoy, Inc. d/b/a Onvoy Voice Services, the Applicant herein, asserts that Affiant] possesses the requisite technical, managerial, and financial fitness to render public utility service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That Onvoy, Inc. d/b/a Onvoy Voice Services, the Applicant herein, asserts that Affiant has contacted the appropriate 911 Coordinator(s) via certified letter, from the list provided from the PUC website (<http://www.puc.state.pa.us>), and that arrangements are under way for the provisioning of emergency 911 service in each of the Counties/Cities where service is to be provided. The applicant certifies Affiant has attached a copy of the 911 Coordinator list indicating each 911 Coordinator contacted.

That the facts above set forth are true and correct] to the best of [Affiant knowledge, information and belief, and that Affiant expects said entity to be able to prove the same at any hearing thereof.



Signature of Affiant

Sworn and subscribed before me this 20 day of June, 2013.
Month Year



Signature of official administering oath

My Commission expires 9/26/16

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SECRETARY'S BUREAU

23. §1.36 Verification.

Verification

I, Scott Sawyer, hereby state that the facts above set forth are true and correct (or are true and correct to the best of my knowledge, information and belief), and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

6/14/2013
Date


Signature

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SECRETARY'S BUREAU

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SECRETARY'S BUREAU

Onvoy, Inc. d/b/a Onvoy Voice Services

Exhibit A1

Certificate of Foreign Authority from the Commonwealth of Pennsylvania

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

**Application for Registration of Fictitious Name
54 Pa.C.S. § 311**

Name	CT - COUNTER
Address	
City	8713834. SO.P.A. 36

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
FICTITIOUS NAME 2 Page(s)



T1309260078

Fee: \$70

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is:
Onvoy Voice Services

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:
Wholesale Telecommunications

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):

10300 6th Ave N.	Plymouth, MN 55441	Hennepin
Number and street	City State	Zip County

4. The name and address, including number and street, if any, of each individual interested in the business is:

Name	Number and Street	City	State

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PA DEPT OF STATE

5. Each entity, other than an individual, interested in such business is (are):

<u>Onvoy, Inc,</u>	<u>Corporation</u>	<u>Minnesota</u>
Name	Form of Organization	Organizing Jurisdiction
<u>10300 6th Ave N., Plymouth, MN 55441</u>		
Principal Office Address		
<u>CT CORPORATION SYSTEM</u>		<u>DAUPHIN</u>
PA Registered Office, if any		
Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. Optional: The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this

20 day of March, 2013.

Individual Signature	Individual Signature
Individual Signature	Individual Signature
<u>Onvoy, Inc.</u>	Entity Name
Entity Name	Entity Name
<u>[Signature]</u>	Signature
Signature	Signature
<u>CFO</u>	Title
Title	Title

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SECRETARY'S BUREAU

Onvoy, Inc. d/b/a Onvoy Voice Services

Exhibit A2

Amended and Restated Articles of Incorporation

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ONVOY, INC.

ARTICLE I

The name of this Corporation is Onvoy, Inc.

ARTICLE II

The address of the registered office of the Corporation in Minnesota is CT Corporation System, Inc., 100 South Fifth Street, Suite 1075, Minneapolis, Minnesota 55402. The name of the registered agent of the corporation at that address is CT Corporation System, Inc.

ARTICLE III

This Corporation is authorized to issue an aggregate total of one thousand (1,000) shares, all of which shall be designated Common Stock, no par value per share.

ARTICLE IV

The name and address of the incorporator of this Corporation are as follows: Scott E. Beer, CH Holdco, Inc., 950 Spruce Street, Suite 1A, Louisville, Colorado 80027.

ARTICLE V

No shareholder of this Corporation shall have any cumulative voting rights.

ARTICLE VI

No shareholder of this Corporation shall have any preemptive rights by virtue of Section 302A.413 of the Minnesota Statutes (or similar provisions of future law) to subscribe for, purchase, or acquire any shares of the Corporation, of any class, whether unissued or now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for any such shares.

ARTICLE VII

Any action required or permitted to be taken at a meeting of the Board of Directors of this Corporation not needing approval by the shareholders under Minnesota Statutes, Chapter 302A, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take such action at a meeting of the Board of Directors at which all directors were present.

ARTICLE VIII

Any action required or permitted to be taken at a meeting of shareholders of this Corporation may be taken by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present, *but in no event may written action be taken by holders of less than a majority of the voting power of all shares entitled to vote on that action.*

ARTICLE IX

Unless otherwise provided by the Board of Directors, no shareholder of this Corporation shall be entitled to exercise statutory dissenters' rights under Section 302A.471 of the Minnesota Statutes (or similar provisions of future law) in connection with any amendment to these Articles of Incorporation.

ARTICLE X

Approval of the shareholders of this Corporation shall not be required under Section 302A.405 of the Minnesota Statutes (or similar provisions of future law) in connection with the issuance of shares of a class or series, shares of which are then outstanding, to holders of shares of another class or series.

ARTICLE XI

No director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article shall not eliminate or limit the liability of a director to the extent provided by applicable law (1) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 302A.559 or 80A.23 of the Minnesota Statutes (or similar provisions of future law), (4) for any transaction from which the director derived an improper personal benefit, or (5) for any act or omission occurring prior to the effective date of this Article. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV - 7 2007 

Mark Ritchie
Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 11/7/07

Mark Ritchie

Secretary of State



By

J. Davis

Onvoy, Inc. d/b/a Onvoy Voice Services

Exhibit B1

Financial Information

Confidential

Submitted separately under seal

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Onvoy, Inc. d/b/a Onvoy Voice Services

Exhibit B2

Financial Information

Public/Redacted

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Grant Thornton

Consolidated Financial Statements and Report of
Independent Certified Public Accountants

Onvoy, Inc. (dba Onvoy Voice Services)

June 30, 2012 and 2011

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Report of Independent Certified Public Accountants

Management and Shareholder
Onvoy, Inc.

Grant Thornton LLP
200 S 6th Street, Suite 500
Minneapolis, MN 55402-1459
T 612.332.0001
F 612.332.8361
www.GrantThornton.com

We have audited the accompanying consolidated balance sheets of Onvoy, Inc., (a Minnesota corporation) dba Onvoy Voice Services (“Onvoy” or “Company”) as of June 30, 2012 and 2011, and the related consolidated statements of operations, stockholder’s equity and cash flows for the years then ended. These consolidated statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Onvoy, Inc. as of June 30, 2012 and 2011 and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating balance sheet as of June 30, 2012 and consolidating statement of earnings for the year ended June 30, 2012 on pages 30 and 31 are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. Such supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures. These additional procedures included comparing and reconciling the information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

Grant Thornton LLP

Minneapolis, Minnesota
October 5, 2012

FINANCIAL STATEMENTS

Onvoy, Inc.

CONSOLIDATED BALANCE SHEETS

June 30,

(in thousands, except number of shares)

	<u>2012</u>	<u>2011</u>
Assets		
Current assets		
Cash and cash equivalents	\$ █	\$ █
Trade receivables, net of allowances of █ at June 30, 2012 and █ at June 30, 2011	█	█
Other receivables	█	█
Prepaid expenses	█	█
Deferred income taxes	█	█
Total current assets	<u>█</u>	<u>█</u>
Property and equipment, net of accumulated depreciation of █ at June 30, 2012 and █ at June 30, 2011	█	█
Intangible assets, net of accumulated amortization of █ at June 30, 2012 and █ at June 30, 2011	█	█
Goodwill	█	█
Deferred income taxes	█	█
Debt issuance costs	█	█
Investment and other assets	█	█
Total assets	<u>\$ █</u>	<u>\$ █</u>
Liabilities and shareholder's equity		
Current liabilities		
Accounts payable	\$ █	\$ █
Accrued liabilities	█	█
Deferred revenue	█	█
Capital lease - current	█	█
Debt - current	█	█
Due to related party	█	█
Total current liabilities	<u>█</u>	<u>█</u>
Senior debt	█	█
Capital lease	█	█
Share based compensation	█	█
Deferred revenue	█	█
Other long-term liabilities	█	█
Total liabilities	<u>█</u>	<u>█</u>
Stockholder's equity		
Common stock, █ shares authorized, issued and outstanding	█	█
Additional paid in capital	█	█
Retained earnings	█	█
Total stockholder's equity	<u>█</u>	<u>█</u>
Total liabilities and stockholder's equity	<u>\$ █</u>	<u>\$ █</u>

The accompanying notes are an integral part of these consolidated financial statements.

Onvoy, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS

For the years ended June 30,

(in thousands)

	<u>2012</u>	<u>2011</u>
Revenue	\$ [REDACTED]	\$ [REDACTED]
Operating costs and expenses		
Operating costs, excluding depreciation and amortization	[REDACTED]	[REDACTED]
Selling, general and administrative expenses	[REDACTED]	[REDACTED]
Share based compensation	[REDACTED]	[REDACTED]
Depreciation and amortization	[REDACTED]	[REDACTED]
Total operating costs and expenses	<u>[REDACTED]</u>	<u>[REDACTED]</u>
Operating income	[REDACTED]	[REDACTED]
Interest expense and other	<u>[REDACTED]</u>	<u>[REDACTED]</u>
Income before income taxes	[REDACTED]	[REDACTED]
Provision for income taxes	<u>[REDACTED]</u>	<u>[REDACTED]</u>
Net income	<u>\$ [REDACTED]</u>	<u>\$ [REDACTED]</u>

The accompanying notes are an integral part of these consolidated financial statements.

Onvoy, Inc.

CONSOLIDATED STATEMENTS OF STOCKHOLDER'S EQUITY

For the years ended June 30, 2012 and 2011

(in thousands)

	Common stock	Additional paid in capital	Retained earnings	Total stockholder's equity
Balance at June 30, 2010	\$ -	\$ █████	\$ ███	\$ █████
Contribution from parent (non-cash)	-	█████	█	█████
Distributions to Zayo Group Holdings, Inc. (cash)	-	█████	█████	█████
Distributions to/settlements with Zayo Group Holdings, Inc., net (non-cash)	-	█████	█	█████
Net income	-	█	█████	█████
Balance at June 30, 2011	-	█████	███	█████
Contribution from parent (non-cash) - VoIP360	-	█████	█	█████
Contribution from parent (cash) - VoIP360	-	█	█	███
Contribution from parent (non-cash) - Arialink	-	█████	█	█████
Distributions to Zayo Group Holdings, Inc. (cash)	-	█████	█████	█████
Distributions to/settlements with Zayo Group Holdings, Inc., net (non-cash)	-	█████	█	█████
Net income	-	█	█████	█████
Balance at June 30, 2012	\$ -	\$ █████	\$ ███	\$ █████

The accompanying notes are an integral part of these consolidated financial statements.

Onvoy, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended June 30,

(in thousands)

	2012	2011
Cash flows from operating activities		
Net income	\$ [REDACTED]	\$ [REDACTED]
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	[REDACTED]	[REDACTED]
Provision (reversal) for doubtful accounts	[REDACTED]	[REDACTED]
Loss on disposal of property	[REDACTED]	[REDACTED]
Amortization of deferred financing costs	[REDACTED]	[REDACTED]
Share based compensation	[REDACTED]	[REDACTED]
Deferred taxes	[REDACTED]	[REDACTED]
Changes in operating assets and liabilities, net of impact of spin-offs from Zayo Group:		
Receivables	[REDACTED]	[REDACTED]
Prepaid expenses	[REDACTED]	[REDACTED]
Other assets	[REDACTED]	[REDACTED]
Accounts payable and accrued liabilities	[REDACTED]	[REDACTED]
Affiliate transactions	[REDACTED]	[REDACTED]
Deferred revenue	[REDACTED]	[REDACTED]
Other liabilities	[REDACTED]	[REDACTED]
Net cash provided by operating activities	[REDACTED]	[REDACTED]
Cash flows from investing activities		
Return of capital from investment	[REDACTED]	[REDACTED]
Proceeds from disposal of fixed assets	[REDACTED]	[REDACTED]
Purchases of property and equipment, net	[REDACTED]	[REDACTED]
Net cash used in investing activities	[REDACTED]	[REDACTED]

Onvoy, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS – CONTINUED

For the years ended June 30,

(in thousands)

	<u>2012</u>	<u>2011</u>
Cash flows from financing activities		
Cash distribution /investment from parent	\$ █	\$ █
Distributions to parent	█	█
Proceed from term loan	█	█
Repayments on term loan	█	█
Principal payments on capital lease	█	█
Deferred financing costs	█	█
Net cash used in financing activities	<u>█</u>	<u>█</u>
Net increase (decrease) in cash and cash equivalents	█	█
Cash and cash equivalents, beginning of year	<u>█</u>	<u>█</u>
Cash and cash equivalents, end of year	<u><u>█</u></u>	<u><u>█</u></u>
Supplemental disclosure of cash flows information		
Cash paid for interest	\$ █	\$ █
Decrease in accounts payable and accrued expenses for purchases of property and equipment, net	\$ █	\$ █
Non-cash distributions to/settlements with Zayo Group Holdings, Inc.	\$ █	\$ █
Non-liquidating distributions to common unit holders made by CII on behalf of the Company	\$ █	\$ █

The accompanying notes are an integral part of these consolidated financial statements.

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2012 and 2011

(All amounts in thousands)

NOTE A – ORGANIZATION AND DESCRIPTION OF BUSINESS

Onvoy, Inc. (dba Onvoy Voice Services, Inc.) (“Onvoy” or the “Company”) is headquartered in Minneapolis, Minnesota, and operates a switching infrastructure to offer wholesale voice services along with its wholly owned subsidiaries Minnesota Independent Equal Access Corporation (“MIEAC”) and VoIP360, Inc. (“VoIP360”) to other telecommunications providers in the United States. Onvoy, Inc.’s other wholly owned subsidiary Zayo Enterprise Networks, LLC (“ZEN”) offers voice and data services to retail customers on a regional basis. The Company is wholly owned by Zayo Group Holdings, Inc. (“Holdings”), which in turn is wholly owned by Communications Infrastructure Investments, LLC (“CII”).

The Company was acquired by Zayo Group, LLC (“Zayo Group”) on November 7, 2007 and operated as a wholly owned subsidiary of Zayo Group until March 11, 2010. On March 11, 2010, Onvoy was spun-off from Zayo Group to become a wholly owned subsidiary of Holdings, the immediate parent of both the Company and Zayo Group. On April 1, 2011 ZEN was spun-off from Zayo Group to become a wholly owned subsidiary of Onvoy. On December 1, 2011, VoIP360 was spun off from Zayo Group to become a wholly owned subsidiary of Onvoy. Additionally, on May 1, 2012, Zayo Group acquired Control Room Technologies, LLC, Allegan Fiber Communications, LLC, and Lansing Fiber Communications (collectively, “Arialink”) and spun off the managed services and voice product offerings acquired in the acquisition to Onvoy.

NOTE B – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements include all the accounts of the Company and its wholly owned subsidiaries; MIEAC, VoIP360 and ZEN (since the date of the respective spin-off). All intercompany accounts and transactions have been eliminated in consolidation. The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“US GAAP”).

Unless otherwise noted, amounts and disclosures throughout the Notes to the Consolidated Financial Statements are presented in thousands.

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE B – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES –
Continued

Estimates and Assumptions

The preparation of the Company's consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Significant estimates are used when establishing allowances for doubtful accounts, reserves for disputed line cost billings, determining customer lives used to recognize certain revenues, determining useful lives for depreciation and amortization, assessing the need for impairment charges (including those related to investments, intangible assets and goodwill), determining the fair values of assets acquired and liabilities assumed, accounting for income taxes and related valuation allowance against deferred tax assets and estimating the stock-based compensation liability. Management evaluates these estimates and judgments on an ongoing basis and makes estimates based on historical experience, current conditions, and various other assumptions that are believed to be reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying values of assets and liabilities as well as identifying and assessing the accounting treatment with respect to commitments and contingencies. Actual results may differ from these estimates under different assumptions or conditions.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less when purchased to be cash and cash equivalents. Cash equivalents are stated at cost, which approximates fair value. These investments consist of money market funds. Periodically, balances in the accounts are in excess of federally insured limits, however, the Company has not experienced any losses on such investments.

Property and Equipment

The Company's property and equipment includes property and equipment in service or under construction or development.

Property and equipment is recorded at historical cost or acquisition date fair value. Costs associated directly with network construction, service installations and development of business support systems, including employee related costs, and are capitalized. Depreciation is calculated on a straight-line basis over the assets' estimated useful lives, which are determined based on historical usage with consideration given to technological changes, trends in the industry and other economic factors that could impact the network architecture and asset utilization.

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE B – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES –
Continued

Equipment acquired under capital leases is recorded at the lower of the fair value of the asset or the net present value of the minimum lease payments at the inception of the lease. Depreciation of equipment held under capital leases is included in depreciation and amortization expense, and is calculated on a straight-line basis over the estimated useful lives of the assets, or the related lease term, whichever is shorter.

Management reviews property and equipment for impairment whenever events or changes in circumstances indicate that the carrying value of its property and equipment may not be recoverable. An impairment loss is recognized when the assets' carrying value exceeds both the assets' estimated undiscounted future cash flows and the assets' estimated fair value. Measurement of the impairment loss is then based on the estimated fair value of the assets. Considerable judgment is required to project such future cash flows and, if required, to estimate the fair value of the property and equipment and the resulting amount of the impairment. No impairment charges were recorded for property and equipment during the years ended June 30, 2012 or 2011.

Goodwill and Intangibles

Intangible assets arising from business combinations, such as acquired customer contracts and relationships (collectively "customer relationships"), are initially recorded at fair value. The Company amortizes customer relationships primarily over an estimated life of 6 to 13 years, using the straight-line method as this method approximates the timing in which the Company expects to receive the benefit from the acquired customer relationship assets. Goodwill represents the excess of the purchase price over the fair value of the net identifiable assets acquired in a business combination. Prior to 2012, goodwill was reviewed for impairment at least annually in April and when a triggering event occurred between impairment test dates.

In August 2011, the FASB issued guidance that allows companies to consider qualitative factors when testing goodwill for impairment. During fiscal 2012, the Company adopted the new guidance. Upon the adoption of the new guidance, the Company's impairment assessment begins with a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. The qualitative assessment includes comparing the overall financial performance of the reporting units against the planned results used in the last quantitative goodwill impairment test, which was conducted in April 2011. Additionally, each reporting unit's fair value is assessed in light of certain events and circumstances, including macroeconomic conditions, industry and market considerations, cost factors, and other relevant entity- and reporting unit-specific events. If it is determined under the qualitative assessment that it is more likely than not that the fair value of a reporting unit is less than its carrying value, then a two-step quantitative impairment test is performed. Under the first step, the estimated fair value of the reporting unit is compared with its carrying value (including goodwill). If the fair value of the reporting unit exceeds its carrying value, step two does not need to be performed. If the estimated fair value of the reporting unit is less than its carrying value, an indication of goodwill impairment exists for the reporting

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE B – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES –
Continued

unit and the enterprise must perform step two of the impairment test (measurement). Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation in acquisition accounting. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill. Fair value of the reporting unit under the two-step assessment is determined using a discounted cash flow analysis.

Identified intangible assets with indefinite lives are reviewed for impairment on an annual basis. Intangible assets with finite useful lives are amortized over their respective useful lives and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. No impairment charges were recorded for goodwill or intangibles during the years ended June 30, 2012 and 2011.

Revenue Recognition and Trade Receivables

The Company recognizes revenue when the service is provided to the customer. Most revenue is billed in arrears on a transactional basis determined by customer usage. The remainder is billed in advance on a fixed rate basis.

The Company recognizes revenue at the amount it expects to realize, which includes billing and service adjustments. Valuation allowances for uncollectible trade receivables are established through a charge to selling, general and administrative expenses. The Company assesses the adequacy of this allowance periodically, evaluating general factors such as the length of time individual receivables are past due, historical collection experience, the economic and competitive environment, and changes in the credit worthiness of customers. The Company also assesses the ability of specific customers to meet their financial obligations and establishes specific valuation allowances based on the amount the Company expects to collect from these customers, as considered necessary. If circumstances relating to specific customers change or economic conditions improve or worsen such that past collection experience and assessment of the economic environment are no longer relevant, the estimate of the recoverability of the Company's trade receivables may change.

Network Facilities

The Company leases certain network facilities, primarily circuits, from other telecommunications companies to augment its owned infrastructure for which it is generally billed a fixed monthly fee. The Company also uses the facilities of other carriers for which it is billed on a usage basis.

The Company recognizes the cost of these facilities or services when it is billed in accordance with contractual requirements. The Company disputes incorrect billings. The most prevalent types of disputes include disputes for circuits that are not disconnected on a timely basis and usage bills with incorrect or inadequate call detail records. Depending on the type and complexity of the issues involved, it may take several quarters to resolve disputes.

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE B – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES –
Continued

In determining the amount of such operating expenses and related accrued liabilities to reflect in its financial statements, the Company considers the adequacy of documentation of disconnect notices, compliance with prevailing contractual requirements for submitting such disconnect notices and disputes to the provider of the facilities, and compliance with its interconnection agreements with these carriers. Significant judgment is required in estimating the ultimate outcome of the dispute resolution process, as well as any other amounts that may be incurred to conclude the negotiations or settle any litigation.

Stock-based Compensation

The common units granted by the Company's ultimate parent company, CII, to certain employees of Onvoy are considered stock-based compensation with terms that require the awards to be classified as liabilities. As such, the Company accounts for these awards as a liability and re-measures the liability at each reporting date. These awards typically vest over a period of three or four years with the first vesting date occurring one year after the grant date and the remaining unvested shares vesting pro-rata over the remaining term. The common units may fully vest subsequent to a liquidation event. The stock compensation expense associated with the common unit liability is recognized on a straight-line basis over the requisite service period and is adjusted each reporting period to fair value. Subsequent to the vesting period end date, changes to the fair value of the liability classified awards are recognized as incurred until the awards are settled.

As of June 30, 2012 and 2011, the Company had accrued [REDACTED], respectively, related to stock-based compensation expense. The Company recognized stock-based compensation expenses of [REDACTED] for the year ended June 30, 2012 and [REDACTED] for the year ended June 30, 2011.

In December 2011, CII and the preferred unit holders of CII authorized a non-liquidating cash distribution to common unit holders of up to [REDACTED]. The eligibility for receiving proceeds from this distribution was determined by the liquidation preference of the unit holder. Receiving proceeds from the authorized distribution was at the election of the common unit holder. As a condition of the early distribution, common unit holders electing to receive an early distribution received 85% of the amount that they would otherwise be entitled to receive if the distribution were in connection with a liquidating distribution. The common unit holders electing to receive the early distribution retained all of their common units and are entitled to receive future distributions only to the extent such future distributions are in excess of the non-liquidating distribution, before applying the 15% discount. During the year ended June 30, 2012, [REDACTED] was distributed to the Company's common unit holders as a result of the December 2011 non-liquidating distributions. The distribution was paid by CII and is reflected as an addition to Member's Equity and a reduction of the Company's share based compensation liability.

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE B – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES –
Continued

Investment and Other Assets

Investments in which the Company does not have significant influence over the investee, or investments that do not have a readily determinable fair value are recorded using the cost method of accounting. Under this method, the investment is recorded in the balance sheet at historical cost. Subsequently, the Company recognizes as income any dividends received that are distributed from earnings since the date of initial investment. Cost method investments are reviewed for impairment if factors indicate that a decrease in value of the investment has occurred.

The Company had █████ in A-Stock issued by CoBank as of June 30, 2011 which is accounted for under the cost method of accounting. During the year's ended June 30, 2012, the Company received an equity retirement of █████ resulting in a balance of █████ as of June 30, 2012. The Company received a similar distribution of █████ in the year ended June 30, 2011.

Income Taxes

The Company recognizes income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that includes the enactment date.

Estimating the future tax benefit associated with deferred tax assets requires significant judgment. Deferred tax assets arise from a variety of sources, the most significant being: a) tax losses that can be carried forward to be utilized against taxable income in future years; and b) expenses recognized in the Company's income statement but disallowed in the Company's tax return until the associated cash flow occurs.

The Company records a valuation allowance to reduce its deferred tax assets to the amount that is expected to be recognized. The valuation allowance is established if, based on available evidence, it is more-likely-than-not that all or some portion of the asset will not be realized due to the inability to generate sufficient taxable income in the period and/or of the character necessary to utilize the benefit of the deferred tax asset. When evaluating whether it is more-likely-than-not that all or some portion of the deferred tax asset will not be realized, all available evidence, both positive and negative, that may affect the realizability of deferred tax assets is identified and considered in determining the appropriate amount of the valuation allowance. The Company continues to monitor its financial performance and other evidence each quarter to determine the appropriateness of the Company's valuation allowance.

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE B – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES –
Continued

The analysis of the Company's ability to utilize its NOL balance is based on the Company's forecasted taxable income. The forecasted assumptions approximate the Company's best estimates, including market growth rates, future pricing, market acceptance of the Company's products and services, future expected capital investments, and interest rates. If the Company is unable to meet its taxable income forecasts in future periods the Company may change its conclusion about the appropriateness of the valuation allowance which could create a substantial income tax expense in the Company's consolidated statement of operations in the period such change occurs.

The Company records interest related to unrecognized tax benefits and penalties in income tax expense. At June 30, 2012 and 2011, there were no unrecognized tax benefits. As of June 30, 2012 and 2011, there was no accrued interest or penalties related to uncertain tax positions.

Concentration of Credit Risk

The Company's trade receivables, which are unsecured, are geographically dispersed. During the years ended June 30, 2012, the Company had one customer that accounted for 11% of total revenue. No other customers accounted for more than 10% of total revenue during the years ended June 30, 2012 and 2011. No other customers' trade receivable balance as of June 30, 2012 or 2011 exceeded 10% of the Company's consolidated net trade receivable balance.

Subsequent Events

The Company evaluated its June 30, 2012 financial statements for subsequent events through October 5, 2012, the date the financial statements were available to be issued. The Company is not aware of any subsequent events which would require recognition or disclosure in the financial statements, except as disclosed in Note N.

NOTE C – CONTRIBUTIONS FROM HOLDINGS

During fiscal 2011, Holdings completed a restructuring of its subsidiaries which resulted in its subsidiaries being segmented by product offerings. To further this restructuring, Holdings allocated all managed service product offerings to the ZEN segment and contributed ZEN to Onvoy on April 1, 2011. The assets and liabilities of ZEN were transferred at their historical cost given the transaction was between entities under common control. The following table presents the book value of the assets contributed to Onvoy on the contribution date:

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE C – CONTRIBUTIONS FROM HOLDINGS – Continued

	ZEN April 1, 2011
Cash	██████████
Other current assets	██████████
Property and equipment	██████████
Intangibles	██████████
Goodwill	██████████
Other assets	██████████
Total assets	██████████
Current liabilities	██████████
Deferred tax liability	██████████
Other liabilities	██████████
Total liabilities	██████████
Net book value	██████████

On December 1, 2011, Zayo Group acquired 360networks Holdings (USA) Inc. (“360networks”). Included in the acquisition was VoIP360, Inc. (“VoIP360”), a legal subsidiary of 360networks. VoIP360 held substantially all of 360networks Voice over Internet Protocol (“VoIP”) and other voice product offerings. Concurrently with Zayo Group’s closing of the 360networks acquisition, Zayo Group spun-off 360networks VoIP operations to Holdings and Holdings contributed those operations to Onvoy’s OVS segment. On the spin-off date, the estimated fair value of the VoIP assets and liabilities that were contributed to OVS was ██████████. The following table presents the estimated fair values of the assets and liabilities contributed to OVS on the acquisition/contribution date:

	VoIP360 December 1, 2011
Cash	\$ ██████████
Other current assets	██████████
Property and equipment	██████████
Intangibles	██████████
Goodwill	██████████
Other assets	██████████
Total assets	██████████
Accounts payable and accrued liabilities	██████████
Deferred revenue	██████████
Deferred tax liability, net	██████████
Other liabilities	██████████
Total liabilities	██████████
Net book value	██████████

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE C – CONTRIBUTIONS FROM HOLDINGS – Continued

On May 1, 2012, Zayo Group acquired Arialink. Included in the acquisition were certain assets and liabilities that supported Arialink’s managed service product offerings. Concurrently with the closing of the Arialink acquisition, Zayo Group spun-off the portion of Arialink’s business which supporting those managed service product offerings to Holdings and Holdings contributed those operations to Onvoy’s ZEN and OVS segments on May 1, 2012. On the spin-off date, the Company estimated the fair value of the net assets supporting the managed services product offerings to be [REDACTED]

The Company has recognized the assets and liabilities of Arialink based on its preliminary estimates of their contribution date fair values. The determination of the fair values of the acquired assets and assumed liabilities (and the related determination of estimated lives of depreciable tangible and identifiable intangible assets) requires significant judgment. The Company has not completed its valuation analysis and calculations in sufficient detail necessary to arrive at the final estimates of the fair value of the acquired assets and liabilities assumed, along with the related allocations to goodwill and intangible assets. As such, all information presented is preliminary and subject to revision pending the final fair value analysis.

The following table presents the Company’s preliminary allocation of the value of Arialink’s managed services business to the assets acquired and liabilities assumed, based on their estimated fair values on the contribution date.

	Arialink <u>May 1, 2012</u>
Current assets	\$ [REDACTED]
Property and equipment	[REDACTED]
Intangibles	[REDACTED]
Goodwill	[REDACTED]
Total assets	[REDACTED]
Current liabilities	[REDACTED]
Capital lease	[REDACTED]
Total liabilities	[REDACTED]
Net book value	[REDACTED]

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE D – PROPERTY AND EQUIPMENT

Property and equipment was comprised of the following at June 30:

<u>Asset Type</u>	<u>Estimated useful lives (in years)</u>	<u>2012</u>	<u>2011</u>
Buildings improvements and site prep improvements	15	\$ [REDACTED]	\$ [REDACTED]
Furniture, fixtures and office equipment	7	[REDACTED]	[REDACTED]
Computer hardware	3 to 5	[REDACTED]	[REDACTED]
Software	3	[REDACTED]	[REDACTED]
Machinery and equipment	7	[REDACTED]	[REDACTED]
Fiber optic equipment	8	[REDACTED]	[REDACTED]
Circuit switch equipment	10	[REDACTED]	[REDACTED]
Packet switch equipment	5	[REDACTED]	[REDACTED]
Fiber optic network	20	[REDACTED]	[REDACTED]
Depreciable property and equipment		[REDACTED]	[REDACTED]
Land	N/A	[REDACTED]	[REDACTED]
Construction in progress	N/A	[REDACTED]	[REDACTED]
Total property and equipment		[REDACTED]	[REDACTED]
Less accumulated depreciation		[REDACTED]	[REDACTED]
Net book value		[REDACTED]	[REDACTED]

Total depreciation expense during the years ended June 30, 2012 and 2011 was [REDACTED] and [REDACTED]

NOTE E – GOODWILL

The Company's reporting units are comprised of its reportable segments, ZEN and OVS. The changes in the carrying amount of goodwill during the years ended June 30, 2012 and 2011 are as follows:

	<u>OVS</u>	<u>ZEN</u>	<u>Total</u>
As of July 1, 2010	\$ -	\$ -	\$ -
Additions	[REDACTED]	[REDACTED]	[REDACTED]
As of June 30, 2011	-	[REDACTED]	[REDACTED]
Additions	[REDACTED]	[REDACTED]	[REDACTED]
As of June 30, 2012	[REDACTED]	[REDACTED]	[REDACTED]

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE E – GOODWILL – Continued

In connection with Holdings contribution of the ZEN segment to Onvoy on April 1, 2011, Onvoy was allocated goodwill in the amount of [REDACTED]. The goodwill balance acquired relates to the book value of goodwill of ZEN, as recorded by Zayo Group, on March 31, 2011. The goodwill represents the excess of the purchase price over the fair value of the net identifiable assets acquired in a prior business combination done by Zayo Group.

In connection with Holdings contribution of VoIP360 to Onvoy on December 1, 2011, OVS recorded goodwill of [REDACTED]. The goodwill balance represents the excess of the estimated fair value of the VoIP360 business over the fair value of the net identifiable assets contributed to OVS from the acquisition of 360networks.

In connection with Holdings contribution of the voice operations of Arialink to Onvoy on May 1, 2012, OVS and ZEN recorded additions to goodwill of [REDACTED], respectively. The goodwill balance represents the excess of the estimated fair value of the Arialinks voice operations over the fair value of the net identifiable assets contributed to Onvoy from Zayo Group's acquisition of Arialink.

NOTE F – INTANGIBLE ASSETS

Intangible assets consist of the following at June 30:

	2012		2011	
	Gross carrying amount	Accumulated amortization	Gross carrying amount	Accumulated amortization
Definite-lived:				
Customer relationships	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Non-compete agreements	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Accumulated amortization	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net amortizable intangibles	[REDACTED]		[REDACTED]	
Indefinite-lived:				
Trademarks/tradenames	[REDACTED]		[REDACTED]	
Intangible assets, net	[REDACTED]		[REDACTED]	

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE F – INTANGIBLE ASSETS – Continued

The amortization of intangible assets for the years ended June 30, 2012 and 2011 was [REDACTED].
Estimated future amortization of intangible assets is as follows:

Year ending June 30,	
2013	\$ [REDACTED]
2014	[REDACTED]
2015	[REDACTED]
2016	[REDACTED]
2017	[REDACTED]
Thereafter	[REDACTED]
	[REDACTED]

Customer relationships are being amortized on a straight-line basis over 6 to 13 years. Non-compete agreements are being amortized on a straight-line basis over the term of the contracts. Trademarks and tradenames are indefinite lived intangible assets and are not amortizable but reviewed for impairment on an annual basis.

NOTE G – LEASES

Operating leases

The Company leases office space and equipment under non-cancelable operating leases. Lease expense was [REDACTED] for the years ended June 30, 2012 and 2011.

Minimum contractual lease payments due each year on or before June 30 under the Company's long-term operating leases are as follows:

Year ending June 30,	
2013	[REDACTED]
2014	[REDACTED]
2015	[REDACTED]
	[REDACTED]

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE H – INCOME TAXES

The Company is included in a consolidated tax group and is taxed at its parent level. The parent is a holding company with no operations and therefore the tax balances are pushed down to the Company.

The tax effect of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows at June 30, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Deferred income tax assets		
Net operating loss carryforwards	██████████	██████████
Allowance for doubtful accounts	██████████	██████████
Accrued expenses	██████████	██████████
AMT credit carryforwards	██████████	██████████
Investment in CoBank	██████████	██████████
Other	██████████	██████████
Total deferred income tax assets	██████████	██████████
Deferred income tax liabilities		
Property and equipment	██████████	██████████
Deferred cost	██████████	██████████
Intangible assets	██████████	██████████
Total deferred income tax liabilities	<u>9,927</u>	<u>7,318</u>
Net deferred income tax assets	██████████	██████████

The Company has available NOL carryforwards of approximately ██████████ at June 30, 2012 and ██████████ at June 30, 2011. The net operating loss carryforwards expire, if unused, in years 2015 through 2027. On November 7, 2007, Onvoy, Inc. underwent a change in ownership within the meaning of Section 382 of the Internal Revenue Code (“IRC Sec. 382”) due to the acquisition by the Zayo Group. As a result, the pre-change net operating losses and tax credit carryforwards are subject to an annual limitation based upon (i) the aggregate fair market value of business operations immediately before the ownership change multiplied by (ii) the federal long-term tax exempt rate (within the meaning of IRC Sec. 382(f)) in effect at that time. Based upon the price paid for the common stock of Onvoy, the annual limitation is approximately ██████████. The annual limitation is cumulative. Therefore, if not fully utilized in a year, it can be carried forward for utilization in future years.

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE I – ACCRUED LIABILITIES

Accrued liabilities included the following at June 30:

	<u>2012</u>	<u>2011</u>
Accrued bonus	█	█
Accrued professional fees	█	█
Accrued payroll	█	█
Accrued real estate	█	█
Accrued vacation	█	█
Received purchase orders	█	█
Accrued network expense	█	█
Other	█	█
Total	█	█

NOTE J – LONG TERM DEBT

On September 7, 2010, the Company entered into a Credit Agreement with SunTrust Bank for a █ term loan (the "Term Loan"). This agreement was amended on December 1, 2011 to allow for both the acquisition of VoIP360 and the payment of a one-time cash dividend to Holdings. The remaining balance of the note is payable in quarterly installments due July 1, October 1, January 1 and April 1 with any remaining unpaid principal and interest due on the maturity date of September 5, 2014. Aggregate future contractual maturities of long-term debt were as follows as of June 30, 2012:

Year ending June 30,	
2013	█
2014	█
2015	█
Total	█

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE J – LONG TERM DEBT – Continued

The Term Loan has a maturity date of September 5, 2014 and the borrowings thereunder bear interest at varying levels. The Company has the option to choose whether the advances are base rate advances or Eurodollar advances. Interest on base rate advances is at the base rate plus 3.5% and interest on Eurodollar advances is at the Eurodollar basis plus 4.5%. The base rate is the highest of (a) the prime rate, (b) the Federal Funds Rate plus 0.5% or (c) the Eurodollar Rate. The Eurodollar basis is equal to the Eurodollar rate divided by one minus the Eurodollar reserve percentage (as defined in the credit agreement). The loan is secured by the Company's assets (excluding ZEN) and the Company is also required to maintain certain financial covenants. As of June 30, 2012, the applicable interest rate on the Term Loan was [REDACTED].

Debt issuance costs

Debt issuance costs have been capitalized on the accompanying consolidated balance sheets and are being amortized using the effective interest rate method over the term of the credit agreement, unless terminated earlier, at which time the unamortized costs are immediately expensed. The balance of debt issuance costs as of June 30, 2012 and June 30, 2011 was [REDACTED] and [REDACTED] respectively, net of accumulated amortization of [REDACTED] and [REDACTED], respectively. Interest expense associated with the amortization of debt issuance costs was [REDACTED] and [REDACTED] for the years ended June 30, 2012 and June 30, 2011.

Debt covenants

The Company's credit agreement associated with the debt contains two financial covenants: (1) a total leverage ratio and (2) a minimum fixed charge coverage ratio.

Total leverage ratio: The Company must not exceed a consolidated leverage ratio (funded debt to EBITDA), as determined under the credit agreement, of 1.25x as of June 30, 2012. The leverage ratio has periodic steps down through the maturity date. The next step down occurs on September 30, 2012 when the consolidated leverage ratio may not exceed 1.15x. The final step down in the leverage ratio occurs during the quarter ended March 31, 2013 when the total leverage ratio may not exceed 1.0x.

Fixed charge coverage ratio: The Company must maintain a consolidated fixed charge coverage ratio ((Prior 12 months EBITDA less CapEx less Franchise Tax)/(Cash Interest plus Scheduled Principal Payments)), as determined under the credit agreement, of 2.25x.

The Company's credit agreement contains customary representations and warranties, affirmative and negative covenants, mandatory prepayments (including up to 50% of excess cash flow) and customary events of default, including among others, non-payment of principal, interest or other amounts when due, inaccuracy of representations and warranties, breach of covenants, cross default to indebtedness in excess of [REDACTED], insolvency or inability to pay debts, bankruptcy, or a change of control.

The Company was in compliance with all covenants associated with its credit agreement as of June 30, 2012.

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE K – EQUITY

As discussed in Note C - Contributions from Zayo Group, the net assets supporting 360networks legacy VoIP business and the net assets supporting Arialink's managed service product offerings were contributed to Onvoy on December 1, 2011 and May 1, 2012, respectively. Management estimates that the fair value of the net assets of 360networks' legacy VoIP business which were contributed to Onvoy was [REDACTED] including [REDACTED] in cash and the fair value of the net assets supporting Arialink's managed service product offerings was [REDACTED] on the respective contribution dates. The fair value of the net assets contributed to Onvoy is reported as an increase to the Company's additional paid in capital balance on the consolidated statement of stockholder's equity.

As discussed in Note B - Basis of Presentation and Significant Accounting Policies – Stock-based compensation, during the year ended June 30, 2012, the Board of CII authorized a non-liquidating distribution to certain common unit holders. The total amount of the aggregate distributions to employees of the Company was [REDACTED]. The distribution was funded by CII, which resulted in a non-cash capital contribution to the Company and is reflected as such in the consolidated statement of stockholder's equity during the year ended June 30, 2012.

The Company contributed [REDACTED] and [REDACTED] in cash to Holdings on various dates during the years ended June 30, 2012 and 2011, respectively. The Company recorded these distributions as dividends to Holdings up to the amount of the Company's retained earnings balance on the date of the respective dividend payment. The amount of the cash payments to Holdings that were in excess of the Company's retained earnings balance on the date of distribution was recorded as a return of capital on the accompanying statement of stockholder's equity.

Holdings is the taxable parent of the Company and Zayo Group. Holdings allows for the sharing of Holdings' NOL carry forwards between the Company and Zayo Group. To the extent that any entity utilizes NOLs or other tax assets that were generated or acquired by the other entity, the entities will settle the related-party transfer of deferred tax asset associated with such NOLs and other deferred-tax transfers between the companies via an increase or decrease to the respective entity's additional paid in capital accounts. During the years ended June 30, 2012 and 2011, the Company's additional paid in capital balance increased by [REDACTED] and [REDACTED], respectively, as a result of transferring net deferred tax assets to Zayo Group.

During the year ended June 30, 2011, the Company's additional paid in capital balance increased by [REDACTED] as a result of the contribution of the ZEN segment to the Company.

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE L – COMMITMENTS AND CONTINGENCIES

Legal liability reserve

The Company's rate of return subsidiary, MIEAC, is currently involved in litigation with Sprint that relates to disputed billings. Sprint submitted a written dispute to the Company on May 19, 2009 while the Company was owned by Zayo Group, LLC. Sprint's dispute related to Sprint traffic that was delivered by Sprint to MIEAC and routed by MIEAC to the proper local exchange carriers over MIEAC's network and which was invoiced to Sprint in accordance with tariffs filed at the Federal Communications Commission. Sprint disputes the nature of the traffic being delivered to the local exchange carriers as not being eligible for access charges. As of June 30, 2012, Sprint has not made payment for any invoices dating back to May 1, 2009. MIEAC filed suit against Sprint on June 21, 2010 to collect these invoiced amounts that are due. Sprint filed a counter claim for recovery of [REDACTED] that was paid by Sprint for this traffic over the two years proceeding May 1, 2009.

On June 10, 2011, the Court heard oral arguments on MIEAC's motion to dismiss the counterclaim, Sprint's Motion for Stay, and MIEAC's motion for partial summary judgment. On August 15, 2011, the Court denied MIEAC's motion to dismiss and its motion for summary judgment without prejudice and referred the case to the FCC under the doctrine of primary jurisdiction.

On October 3, 2011, MIEAC and Sprint filed separate letters with the FCC to provide background on the dispute and arguing whether or not the FCC had discretion to determine whether MIEAC's tariff was linked to a Local Exchange Carrier's tariff ("linkage issue"). On October 14, 2011, the FCC advised MIEAC and Sprint to seek clarification from the Court on its disposition of the linkage issue. On December 7, 2011, MIEAC filed a Motion for Clarification and Supporting Memorandum with the Court and asking the Court to clarify that its Referral Order gave the FCC broad discretion to determine the linkage issue. Sprint opposed this motion. On January 20, 2012, the Court granted MIEAC's Motion for Clarification, stating that the FCC had broad discretion to determine the linkage issue.

Since May 1, 2009, MIEAC has billed Sprint [REDACTED] for services MIEAC has provided. As of June 30, 2012 MIEAC has not received payment on any of these billings. MIEAC recognized [REDACTED] as revenue in FY 2010 and deferred the remaining [REDACTED] as the collectability of the revenue is not reasonably assured. The final resolution may be different than what MIEAC has recorded as of June 30, 2012. Upon the final resolution of this dispute, MIEAC will recognize a gain or loss for any amounts collected in excess of the \$886 previously recognized as revenue.

The Company had legal reserves of [REDACTED] at June 30, 2012 and [REDACTED] at June 30, 2011 for expected legal costs associated with this litigation. The Company may incur additional legal costs in the future depending on the progress of the litigation.

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

June 30, 2012 and 2011

(All amounts in thousands)

NOTE M – RELATED PARTY TRANSACTIONS

The Company sells services to Zayo Group under contractual service agreements. The Company also purchases services from Zayo Group under contractual service agreements. The following lists the various services provided to and by Zayo Group and its subsidiaries:

Services provided to Onvoy by Zayo Group

- Transport services for circuits.
- Leases of colocation racks in various markets.
- Fiber and optronics management.

Services provided by Onvoy to Zayo Group

- Agent fee services detailing customer referrals.
- Fiber IRU services related to fiber in Minnesota.
- Transport services covering lit services.
- Hosted PBX and IP services for voice services and dedicated Internet access
- Sublease for space in Minneapolis and Plymouth, Minnesota.
- Long distance/toll free services, operator services, directory assistance, local voice services, dedicated PRI and DS-0 services, and switching services.

The Company recognized [REDACTED] of revenue and [REDACTED] of expenses from transactions with Zayo Group during the year ended June 30, 2012. The Company recognized [REDACTED] of revenue and [REDACTED] of expenses from transactions with Zayo Group during the year ended June 30, 2011.

As of June 30, 2012 the Company had a balance due to Zayo Group in the amount of [REDACTED]

NOTE N – SUBSEQUENT EVENTS

The Company adopted a Stock Plan (“Plan”) that provides for the granting of common stock units to certain key employees. The Plan, which is a subset of the current stock plan sponsored by the parent, allows for a return to the unit holders if the financial results for Onvoy exceed certain thresholds. Initial grants under this program were made in August 2012.

On September 26, 2012, a large customer began routing away some of their traffic to a specified destination by directly connecting to that destination rather than routing this traffic through the Company. Initial estimates are that this will reduce revenue by approximately [REDACTED] per month of [REDACTED] on an annualized basis.

SUPPLEMENTARY INFORMATION

Onvoy, Inc.

CONSOLIDATING BALANCE SHEET

June 30, 2012

(in thousands)

Assets	Onvoy, Inc.	Zayo Enterprise Networks	Combined	Eliminations	Total
Current assets					
Cash and cash equivalents	\$ █	█	█	█	█
Trade receivables, net of allowances	█	█	█	█	█
Other receivables	█	█	█	█	█
Due from related party	█	█	█	█	█
Prepaid expenses	█	█	█	█	█
Deferred income taxes	█	█	█	█	█
Total current assets	█	█	█	█	█
Property and equipment, net of accumulated depreciation	█	█	█	█	█
Intangible assets, net of accumulated amortization	█	█	█	█	█
Goodwill	█	█	█	█	█
Deferred income taxes	█	█	█	█	█
Debt issuance costs	█	█	█	█	█
Other assets	█	█	█	█	█
Total assets	█	█	█	█	█
Liabilities and stockholder's equity					
Current liabilities					
Accounts payable	\$ █	█	█	█	█
Accrued liabilities	█	█	█	█	█
Deferred revenue	█	█	█	█	█
Capital lease - current	█	█	█	█	█
Debt - current	█	█	█	█	█
Due to related party	█	█	█	█	█
Total current liabilities	█	█	█	█	█
Senior debt	█	█	█	█	█
Capital lease	█	█	█	█	█
Share based compensation	█	█	█	█	█
Deferred income tax liabilities	█	█	█	█	█
Deferred revenue	█	█	█	█	█
Other long-term liabilities	█	█	█	█	█
Total liabilities	█	█	█	█	█
Stockholder's equity					
Common stock	█	█	█	█	█
Additional paid in capital	█	█	█	█	█
Retained earnings	█	█	█	█	█
Total stockholder's equity	█	█	█	█	█
Total liabilities and stockholder's equity	\$ █	█	█	█	█

Onvoy, Inc.

CONSOLIDATING STATEMENT OF OPERATIONS

Year ended June 30, 2012

(in thousands)

	Onvoy, Inc.	Zayo Enterprise Networks	Combined	Eliminations	Total
Revenue	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Operating costs and expenses					
Operating costs, excluding depreciation and amortization	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Selling, general and administrative expenses	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Share based compensation	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Depreciation and amortization	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total operating costs and expenses	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Operating income	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Interest expense and other	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Income before income taxes	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Provision for income taxes	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net income	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]



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Onvoy, Inc. d/b/a Onvoy Voice Services

Exhibit D

Certificate of Service

CERTIFICATE OF SERVICE

Application of Onvoy, Inc.
d/b/a Onvoy Voice Services

I hereby certify that on this 8 th day of August, 2013, I caused to be served a copy of the foregoing revised tariff of Onvoy, Inc. d/b/a Onvoy Voice Services upon the following, by U.S. Mail	
Office of Consumer Advocate 555 Walnut Street 5th Floor, Forum Place Harrisburg, PA 17101-1923	Office of Small Business Advocate Commerce Building, Suite 1102 300 North Second Street Harrisburg, PA 17101
Office of Attorney General Office of Consumer Protection Strawberry Square Harrisburg, PA 17120	Verizon (PA and North) Stephanie Ulrich Strawberry Square, 12 th Floor Harrisburg, PA 17101
Embarq Pennsylvania d/b/a CenturyLink David Bonsick, Director Payne Shoemaker Building 240 N Third Street, Suite 300 Harrisburg, PA 17101	Citizens Tel Company of Kecksburg Dennis Cutrell, President P.O. Box 156 Mammoth, PA 15664-0156
Frontier Communications [Citizens Tel. Co of NY, Inc., Breezewood, Canton, Commonwealth, Lakewood, Oswayo River and PA Michael P. Sharry State Director, Government & External Affairs P.O. Box 5900 Wilkes-Barre, PA 18773-5900	


Technologies Management, Inc.

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AUG - 8 2013

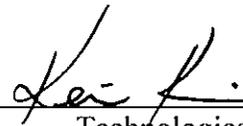
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

CERTIFICATE OF SERVICE

A-2011-2243140

I hereby certify that on this 19th day of July, 2013, I caused to be served a copy of the foregoing revised tariff of WiMacTel, Inc. upon the following, by U.S. Mail

Office of Consumer Advocate 555 Walnut Street 5th Floor, Forum Place Harrisburg, PA 17101-1923	Office of Small Business Advocate Commerce Building, Suite 1102 300 North Second Street Harrisburg, PA 17101
Office of Attorney General Office of Consumer Protection Strawberry Square Harrisburg, PA 17120	Verizon (PA and North) Stephanie Ulrich Strawberry Square, 12 th Floor Harrisburg, PA 17101
Embarq Pennsylvania d/b/a CenturyLink David Bonsick, Director Payne Shoemaker Building 240 N Third Street, Suite 300 Harrisburg, PA 17101	Citizens Tel Company of Kecksburg Dennis Cutrell, President P.O. Box 156 Mammoth, PA 15664-0156
Frontier Communications [Citizens Tel. Co of NY, Inc., Breezewood, Canton, Commonwealth, Lakewood, Oswayo River and PA Michael P. Sharry State Director, Government & External Affairs P.O. Box 5900 Wilkes-Barre, PA 18773-5900	



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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Onvoy, Inc. d/b/a Onvoy Voice Services

Exhibit E

V9-1-1-1 Public Safety Answering Points List and Cover Letter sent certified mail.



July 19, 2013
Via Certified Mail

Re: Onvoy, Inc. d/b/a Onvoy Voice Services - Application Form for Approval of Authority to Offer, Render, Furnish, or Supply Telecommunications Services to the Public in the Commonwealth of Pennsylvania

To Whom It May Concern:

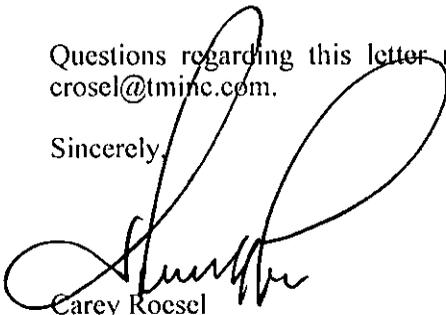
Onvoy, Inc. d/b/a Onvoy Voice Services is filing an application with the Pennsylvania Public Utility Commission for approval to offer Interexchange Toll Reseller, Interexchange Facilities-based, Competitive Access and Competitive Local Exchange Services within the Commonwealth of Pennsylvania. The application proposes to provide Interexchange Toll Reseller, Interexchange Facilities-based, Competitive Access and Competitive Local Exchange telecommunications services within the service areas of the following Incumbent Local Exchange Carriers: AT&T, Frontier, Citizens, CenturyLink (formerly Embarq), Fairpoint, Verizon North LLC and Verizon Pennsylvania, Inc.

Onvoy, Inc. d/b/a Onvoy Voice Services will make the necessary arrangements for the provision of 911 services prior to initiation of service in your county. Should you have any questions, please contact:

Mary Buley, Senior Regulatory & Interconnection Manager
Onvoy, Inc. d/b/a Onvoy Voice Services
10300 6th Ave. North
Plymouth, MN 55441
Telephone Number: 763-230-4183
Fax Number: 952-230-4200
Email Address: MaryBuley@onvoy.com

Questions regarding this letter may be directed to my attention at (407) 740-3001 or via email at croesel@tminc.com.

Sincerely,


Carey Roesel
Consultant to Onvoy, Inc.

cc: Mary Buley - Onvoy
file: Onvoy - Pennsylvania - Local & Access

CR/lw



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