

Eric Fryson

From: Britt, M. Renee <Renee.Britt@bingham.com>
Sent: Friday, February 15, 2013 4:34 PM
To: Filings@psc.state.fl.us
Subject: New Filing - Notification Regarding Indirect Transfer of Control
Attachments: FL_Notification Letter.pdf

Attached for filing is a Notification Regarding an Indirect Transfer of Control. The parties are AccessLine Communications Corp. ("AccessLine), Telanetix, Inc. ("Telanetix") and Intermedia Holdings, Inc. ("Intermedia").

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M. Renee Britt
Paralegal Specialist
T 202.373.6530
F 202.373.6416
renee.britt@bingham.com
B I N G H A M
Bingham McCutchen LLP
2020 K Street NW
Washington, DC 20006-1806

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William B. Wilhelm, Jr.
Douglas D. Orvis II
Jeffrey R. Strenkowski
william.wilhelm@bingham.com
douglas.orvis@bingham.com
jeffrey.strenkowski@bingham.com

February 15, 2013

Via Electronic Filing

Ann Cole, Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
filings@psc.state.fl.us

Re: Notification Regarding Indirect Transfer of Control

Dear Ms. Cole:

AccessLine Communications Corp. ("AccessLine), Telanetix, Inc. ("Telanetix") and Intermedia Holdings, Inc. ("Intermedia") (collectively, the "Parties"), through their undersigned counsel, hereby notify the Florida Public Service Commission ("Commission") of their intention to consummate a transaction between AccessLine's ultimate corporate parent, Telanetix, and Intermedia, through which Intermedia will acquire indirect control of AccessLine. Telanetix and AccessLine also notify the Commission, *nunc pro tunc*, of an indirect transfer of control of AccessLine that occurred in 2010 when Telanetix changed its majority shareholder. AccessLine is an authorized non-dominant provider of telecommunications services in Florida.

It is the Parties' understanding that the Commission's approval is not required to complete the transactions contemplated herein. Accordingly, the Parties submit this letter for informational purposes to ensure the continuing accuracy of the Commission's records. In support, the Parties state as follows:

Description of the Parties

A. AccessLine Communications Corporation ("AccessLine")

AccessLine is a corporation organized under the laws of the state of Delaware and operates under the name "AccessLine Voice Services" or "AccessLine." AccessLine's business address is 11201 SE 8th St. Suite #200, Bellevue, Washington 98004. AccessLine is a wholly-owned subsidiary of AccessLine Holdings, Inc., which in turn, is a wholly-owned subsidiary of Telanetix. AccessLine was acquired by Telanetix in 2007. In Florida, AccessLine is authorized to provide intrastate interexchange telecommunications services pursuant to a memorandum issued by the Commission in

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Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

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Docket No. 041332-TI. AccessLine is authorized to provide telecommunications services nationwide and holds authorization to provide international and interstate telecommunications services from the Federal Communications Commission. After completion of the proposed transaction, AccessLine will retain its authorization and will continue to provide services to its customers. Further information concerning AccessLine's legal, technical, managerial and financial qualifications to provide service was submitted with its application for certification and other subsequent filings with the Commission and is, therefore, a matter of public record. The Parties respectfully request that the Commission take official notice of that information and incorporate it herein by reference.

B. Telanetix, Inc. ("Telanetix")

Telanetix is a Delaware corporation with principal offices also located at 11201 SE 8th St. Suite #200, Bellevue, Washington 98004. Telanetix is a public company traded under the symbol "OTC BB:TNIX." Telanetix does not hold any authorizations relating to the provision of telecommunications services. Telanetix is a provider of communications solutions, offering a variety of non-regulated services to business customers. Voice services, including Voice over Internet Protocol ("VoIP") services, are offered through the AccessLine subsidiary. The Telanetix companies serve over 40,000 business customers. Additional information on Telanetix is available on the company's website at <http://www.telanetix.com>.

C. Intermedia Holdings, Inc. ("Intermedia")

Intermedia is a Delaware corporation with principal offices located at 815 East Middlefield Road, Mountain View, California 94043. Intermedia is a privately held corporation, which has been in existence since 1995. Intermedia's primary shareholder is Oak Hill Capital Partners, one of the world's most respected private equity firms. Oak Hill Capital Partners is a private equity firm with more than \$8.0 billion of committed capital from leading entrepreneurs, endowments, foundations, corporations, pension funds and global financial institutions.

Intermedia, through its operating subsidiaries, is the premier provider of cloud services to small and mid-sized businesses.¹ Delivered from Intermedia's secure datacenters, these services include hosted Microsoft Exchange email, VoIP, instant messaging, file management, security, backup, support for the full range of smartphones and tablets, and more. The company's proprietary cloud infrastructure assures high reliability, and a certified support team is available around the clock. Intermedia also empowers thousands of partners – including managed service providers and select Fortune 500 companies – to sell cloud services under their own brand. Founded in 1995, Intermedia was the first company to offer business-class cloud email and now has

¹ Intermedia's service offerings are not regulated telecommunications services, and as such, Intermedia does not hold any authorizations to provide telecommunications services from Florida or any other state.

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550,000 premium hosted Exchange mailboxes under management. Intermedia's wholly-owned subsidiary, Intermedia.Net, Inc., in turn wholly owns Intermedia Voice Services, Inc., a provider of VoIP solutions to many of its customers. Additional information regarding Intermedia is available on the company's website at: <http://www.intermedia.net>.

Intermedia has the technical, managerial, and financial qualifications to acquire control of AccessLine. Intermedia is operated by a highly qualified management team, all of whom have extensive backgrounds in information technology, networking and computer industries.

Contact Information

Questions or inquiries concerning this notification may be directed to:

For Intermedia:

William B. Wilhelm, Jr.
Douglas D. Orvis II
Jeffrey R. Strenkowski
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: william.wilhelm@bingham.com
douglas.orvis@bingham.com
jeffrey.strenkowski@bingham.com

For Telanetix and AccessLine:

Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N St., NW,
Washington, DC 20037
Tel: (202) 663-8215
Fax: (202) 513-8006
Email: glenn.richards@pillsburylaw.com

Description of the Transaction

Intermedia and Telanetix, along with Sierra Merger Sub Co. ("MergerSub"), a wholly-owned subsidiary of Intermedia Voice Services, Inc., and an indirect wholly-owned subsidiary of Intermedia, which was created solely for the purposes of this transaction, have entered into an Agreement and Plan of Merger dated as of January 18, 2013 ("Agreement") whereby Intermedia will acquire control of Telanetix, and indirectly, AccessLine through an

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all cash transaction. Concurrently with this transaction, Intermedia's existing shareholders, will invest an additional approximately \$15 million into the equity of Intermedia. Oak Hill will remain the company's largest shareholder. Specifically, MergerSub will be merged with and into Telanetix with Telanetix surviving the merger. As a result of the proposed transaction, AccessLine will become a wholly-owned indirect subsidiary of Intermedia. Attached as Exhibit A is an illustrative chart of the proposed transaction.

Following the consummation of the proposed transaction, AccessLine's customers will continue to receive service under the same rates, terms and conditions of service as before. AccessLine will continue to operate and provide services to its customers, and will retain the assets used in the provision of those services. The proposed transaction will not involve a change in AccessLine's operating authority in Florida and AccessLine's tariffs or terms of service will remain in effect. The proposed transaction will be seamless and virtually transparent to customers.

Notification of Certain Prior Transactions

In addition to the foregoing, Telanetix and AccessLine hereby notify the Commission of prior actions for which Telanetix and AccessLine inadvertently did not notify the Commission.

On June 30, 2010, Telanetix entered into securities purchase agreement ("Purchase Agreement") with (i) EREF-TELA, LLC, a Delaware limited liability company ("EREF"), (ii) HCP-TELA, LLC, a Delaware limited liability company (HCPT), and (iii) CBG-TELA, LLC, a Delaware limited liability company ("CBG", and together with HCPT and EREF, the "Purchasers"), pursuant to which in exchange for \$10,500,000, Telanetix agreed to issue to the Purchasers \$10,500,000 of senior secured notes (the "Notes") and 287,501,703 shares of Common Stock. The 287,501,703 shares of Common Stock were allocated as follows: 191,667,802 shares to HCPT (resulting in ownership of 55% of the outstanding shares of Common Stock), 41,071,672 shares to EREF (resulting in ownership of 11.8% of the outstanding shares of Common Stock) and 54,762,229 shares to CGB (resulting in ownership of 15.7% of the outstanding shares of Common Stock). Telanetix issued the Notes and 225,492,765 shares of Common Stock to the Purchasers at the closing of the transactions contemplated by the Purchase Agreement on July 2, 2010 (the "Closing Date"). Telanetix issued the balance of the shares of Common Stock (approximately 62,008,938 shares) following an amendment to its certificate of incorporation to increase the authorized capital stock to permit such issuance, which amendment was filed on September 2, 2010. As a result of this transaction, HCPT acquired direct control of Telanetix and indirect control of ACC.

Public Interest Considerations

The Parties respectfully submit that the transaction serves the public interest. In particular, the Parties submit that: (1) the proposed transaction will increase competition in the Florida telecommunications market by reinforcing the status of AccessLine as a viable competitor; and (2) the proposed transaction will minimize the disruption of service and will

be completely transparent to AccessLine's customers. All AccessLine customers will continue to be provided service from that company, and any changes to the rates, terms, or conditions of that service, or any change in the name of the service providers, will only be undertaken pursuant to Commission requirements.

The transaction is expected to facilitate competition in Florida by improving the operational position of AccessLine. The combination of the products and services of AccessLine and Telanetix with Intermedia's complementary suite of products and services will provide customers with the long-term confidence that their strategic requirements for business communications infrastructure needed for increased productivity, business continuity and regulatory compliance will be met. Moreover, given that the proposed transaction will not affect AccessLine's rates, terms and conditions of services, the proposed transaction will have no negative effects on consumers.

* * * *

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



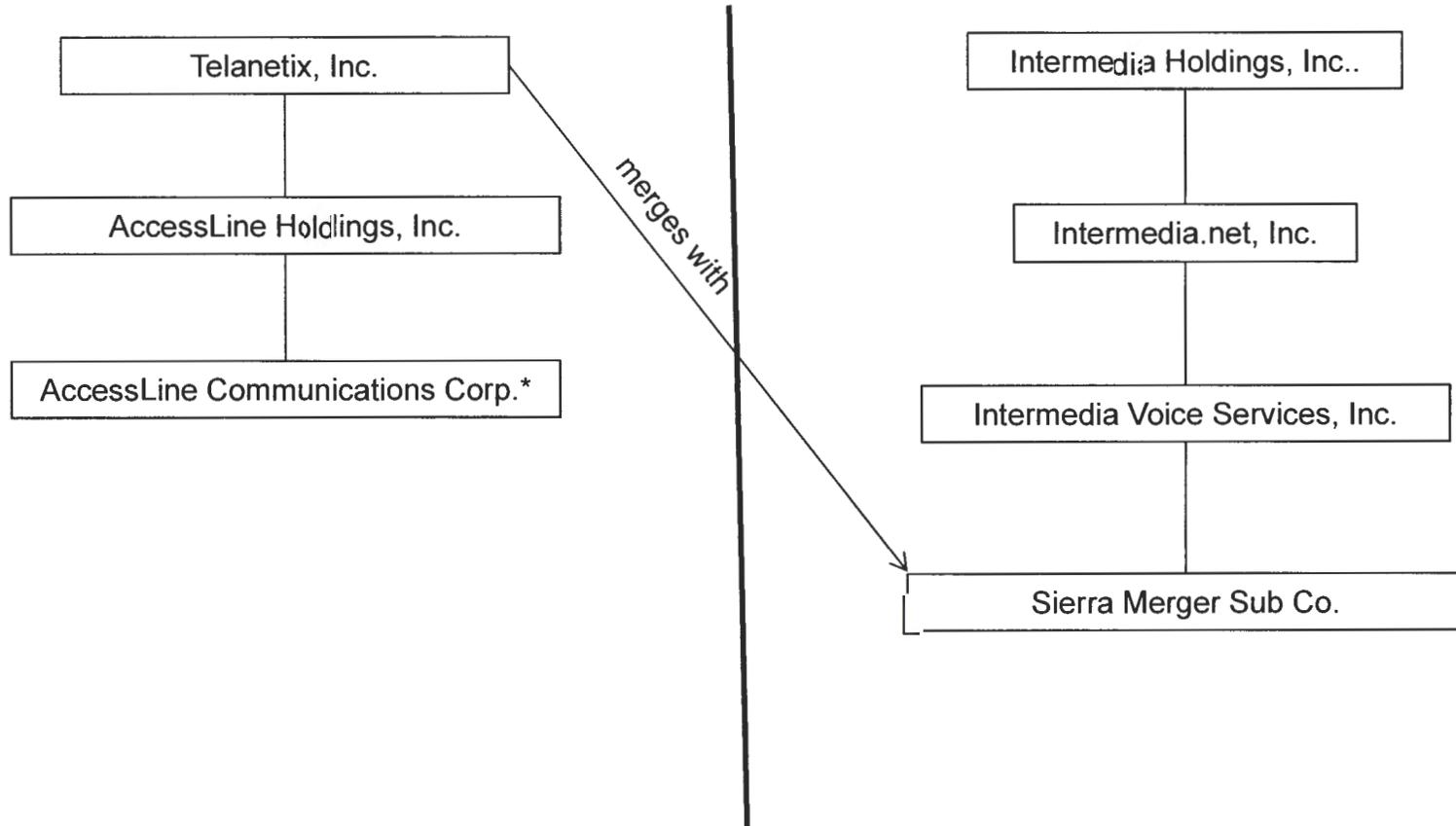
William B. Wilhelm, Jr.
Douglas D. Orvis II
Jeffrey R. Strenkowski

Counsel for Intermedia Holdings, Inc.

CC: Counsel for Telanetix and AccessLine
Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N St., NW
Washington, DC 20037
Tel: (202) 663-8215
Fax: (202) 513-8006
Email: glenn.richards@pillsburylaw.com

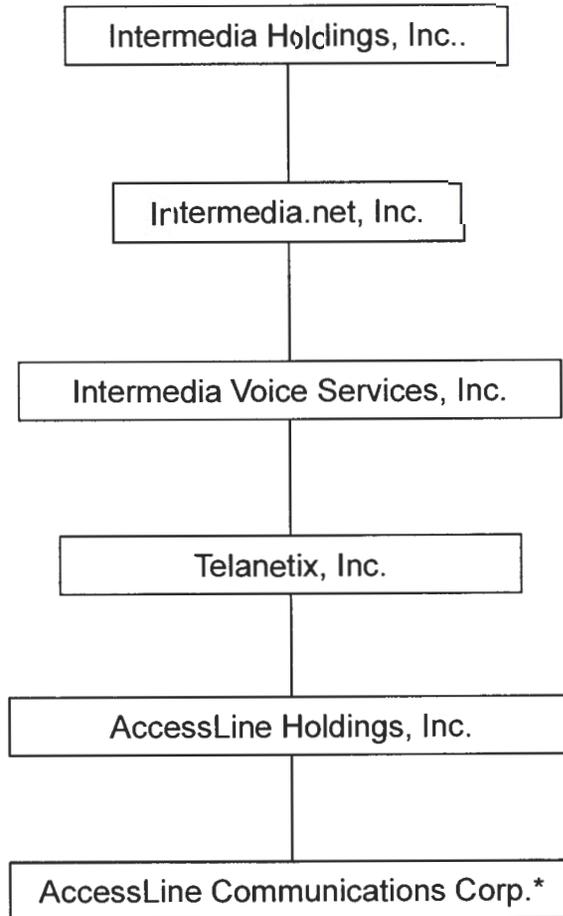
EXHIBIT A

Pre-Transaction Organizational Chart



* Licensee

Post-Transaction Organizational Chart



* Licensee