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COMMISSION
CLERK

August 16, 2013
Via Overnight Delivery

Ms. Ann Cole, Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

RE: Onvoy, Inc. d/b/a Onvoy Voice Services
Application for Authority to Provide Competitive Local Exchange Telecommunications
Company Service Within the State of Florida

Dear Ms. Cole:

Enclosed for filing please find the original and one (1) copy of the Application for Authority to Provide Competitive Local Exchange Telecommunications Company Service Within the State of Florida submitted on behalf of Onvoy, Inc. d/b/a Onvoy Voice Services. A check in the amount of \$500.00 is enclosed to cover the filing fee.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

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
file: Onvoy - FL Local
tms: FLL1300

Enclosures
CR/gs

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FLORIDA PUBLIC SERVICE COMMISSION
OFFICE OF TELECOMMUNICATIONS

APPLICATION FORM
FOR
AUTHORITY TO PROVIDE TELECOMMUNICATIONS COMPANY SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used as an application for an original certificate and for approval of transfer of an existing certificate. In the case of a transfer, the information provided shall be for the transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and one copy of this form along with a non-refundable application fee of **\$500.00** to:

**Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770**

- E. A filing fee of **\$500.00** is required for the transfer of an existing certificate to another company.
- F. If you have questions about completing the form, contact:

**Florida Public Service Commission
Office of Telecommunications
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600**

1. This is an application for (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather than apply for a new certificate.

2. Name of company: Onvoy, Inc.

3. Name under which applicant will do business (fictitious name, etc.):

Onvoy Voice Services

4. Official mailing address:

Street/Post Office Box: 10300 6th Avenue North

City: Plymouth

State: MN

Zip: 55441

5. Florida address:

Street/Post Office Box: _____

City: _____

State: _____

Zip: _____

6. Structure of organization:

- Individual
- Foreign Corporation
- General Partnership
- Other, please specify:

- Corporation
- Foreign Partnership
- Limited Partnership

7. **If individual**, provide:

Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____
Website Address: _____

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: **F13000001329**

10. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is: **G13000032779**

11. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____
Website Address: _____

12. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is:

13. Provide **F.E.I. Number**: 41-1624131
14. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Carey Roesel
 Title: Consultant to Onvoy, Inc.
 Street Name & Number: 2600 Maitland Center Parkway, Suite 300
 Post Office Box: P.O. Box 200, Winter Park, FL 32790-0200
 City: Maitland
 State: FL
 Zip: 32751
 Telephone No.: (407) 740-3006
 Fax No.: (407) 740-0613
 E-Mail Address: croesel@tminc.com
 Website Address: www.tminc.com

(b) Official point of contact for the ongoing operations of the company:

Name: Mary Buley
 Title: Senior Regulatory & Interconnection Manager
 Street Name & Number: 10300 6th Avenue North
 Post Office Box: _____
 City: Plymouth
 State: MN
 Zip: 55441
 Telephone No.: (763) 230-4183
 Fax No.: 952-230-4200
 E-Mail Address: mary.buley@onvoy.com
 Website Address: www.onvoy.com

(c) Where will you officially designate as your place of publicly publishing your schedule (a/k/a tariffs or price lists)?

- Florida Public Service Commission
- Website – *Website address*: www.onvoy.com
- Other – *Please provide address*:

15. List the states in which the applicant:

- (a) has operated as a telecommunications company.

Arizona, California, Colorado, Indiana, Ohio, Iowa, Michigan, Minnesota, Montana, Nebraska, Nevada, New Mexico, New York, North Dakota, Ohio, Oregon, South Dakota, Texas, Utah, Washington, Wisconsin, Wyoming

- (b) has applications pending to be certificated as a telecommunications company.

None.

- (c) is certificated to operate as a telecommunications company.

Onvoy is currently authorized to provide local and/or interexchange telecommunications service in Arizona, California, Colorado, Indiana, Idaho (wholesale services only), Iowa, Michigan, Minnesota, Montana, Nebraska, Nevada, New Mexico, New York, North Dakota, Ohio, Oregon, South Dakota, Texas (local exchange), Utah, Washington, Wyoming, and Wisconsin.

- (d) has been denied authority to operate as a telecommunications company and the circumstances involved.

The Iowa Utilities Board revoked Onvoy's certificate in 2009 when the Applicant informed the Commission, at that time, it did not intend to provide local exchange service there. The IUB informed the Applicant that no certificate was required to provide tandem transit or tandem switched access. In 2012, the Applicant reapplied for a certificate to provide local exchange service in Iowa and that application was recently granted. On April 8, 2013, the IUB approved Onvoy's application.

- (e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

None.

- (f) has been involved in civil court proceedings with another telecommunications entity, and the circumstances involved.

None.

16. Have any of the officers, directors, or any of the ten largest stockholders previously been:

- (a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Yes No

If yes, provide explanation.

- (b) granted or denied a certificate in the State of Florida (this includes active and canceled certificates). Yes No

If yes, provide explanation and list the certificate holder and certificate number.

The officers of Onvoy also have an ownership interest in CII, which owns Zayo Group, LLC and its affiliates. Among these affiliates, Zayo Group, LLC was granted a certificate to provide local service in Florida (Company Code TY074).

- (c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. Yes No

If yes, give name of company and relationship. If no longer associated with company, give reason why not.

See response to 16(b).

17 Submit the following:

- (a) **Managerial capability**: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume.
See Attachment B.
- (b) **Technical capability**: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume.
See Attachment B.
- (c) **Financial Capability**: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:
1. the balance sheet,
 2. income statement, and
 3. statement of retained earnings.

See Attachment C.

Note: *It is the applicant's burden to demonstrate that it possesses adequate managerial capability, technical capability, and financial capability. Additional supporting information can be supplied at the discretion of the applicant.*

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of telecommunications company service in Florida.


APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide telecommunications company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "***Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083.***"

I understand that any false statements can result in being denied a certificate of authority in Florida.

COMPANY OWNER OR OFFICER

Print Name: Scott Sawyer
Title: General Counsel
Telephone No.: (952) 230-4660
E-Mail Address: Scott.Sawyer@Onvoy.com

Signature:  Date: 8/14/13

ONVOY, INC. D/B/A ONVOY VOICE SERVICES

Attachment A

Secretary of State for the State of Florida

F1300 0001329

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H13000068503 3)))



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Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

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TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION
ONVOY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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13 MAR 26 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

3/26/2013

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Onvoy, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mary T. Buley

Name of Person

Onvoy, Inc.

Firm/Company

10300 6th Ave N.

Address

Plymouth, MN 55441

City/State and Zip code

mary.buley@onvoy.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mary T. Buley

Name of Person

at (763) 230-4183

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Onvoy, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ino.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Minnesota 3. 41-1624131
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/06/1988 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 5/1/2013
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10300 6th Ave N, Plymouth, MN 55441
(Principal office address)

10300 6th Ave N, Plymouth, MN 55441
(Current mailing address)

8. wholesale telecommunications
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Road
Plantation, Florida 33324
(City) (Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 MAR 26 AM 11:44

FILED

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michele Miller
Assistant Secretary
(Michelle Miller signature)
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Daniel Caruso
Address: 400 Centennial Parkway, Suite 200
Louisville, CO 80027

Vice Chairman: _____
Address: _____

Director: Rick Connor
Address: 400 Centennial Parkway, Suite 200
Louisville, CO 80027

Director: Michael Choe
Address: 400 Centennial Parkway, Suite 200
Louisville, CO 80027

B. OFFICERS


President: Daniel Caruso
Address: 400 Centennial Parkway, Suite 200
Louisville, CO 80027

Vice President: Scott E. Beer
Address: 400 Centennial Parkway, Suite 200
Louisville, CO 80027

Secretary: Scott E. Beer
Address: 400 Centennial Parkway, Suite 200

Treasurer: Ken desGarennes
Address: 400 Centennial Parkway, Suite 200, Louisville, CO 80027

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Fritz Hendricks, President
(Typed or printed name and capacity of person signing application)

13 MAR 26 AM 11:44
SECRETARY OF STATE
TAMM L. HASSLER
F. ORDON

FILED

**Addendum to Onvoy, Inc.'s Application by Foreign Corporation for Authorization to Transact
Business in Florida**

Onvoy, Inc.'s additional Board of Directors includes:

- John Siegel
- Gillis Cashman
- John A. Downer
- Philip Canfield
- Lawrence Fey

The address is the same for all Board Directors listed above. The address is:

400 Centennial Parkway, Suite 200
Louisville, CO 80027

Onvoy's Additional Officers include:

- Fritz Hendricks, President, 10300 6th Ave N, Plymouth, MN 55441

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13 MAR 26 AM 11:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Office of the Minnesota Secretary of State
Certificate of Good Standing

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name: Onvoy, Inc.
Date Filed: 10/06/1988
File Number: 6B-729
Minnesota Statutes, Chapter: 302A
Home Jurisdiction: Minnesota

This certificate has been issued on: 03/25/2013



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ONVOY, INC. D/B/A ONVOY VOICE SERVICES

Attachment B

Management and Technical Profiles

EXHIBIT C

Onvoy Management Biographies

Fritz Hendricks, President

Fritz Hendricks has more than 27 years of experience in the telecommunications industry. Fritz was COO prior to becoming the president of Onvoy, Inc. As COO of Onvoy he was responsible for Engineering, Operations, Information Technology, Product Innovations, Product Management, Market Development and Customer Care.

Fritz started his career working at Cox Communications delivering competitive telecom services using a hybrid fiber coax system. After Cox, he had a 17 year career with US WEST/Qwest (now CenturyLink) where he held leadership positions in center and field operations, next generation business and technology planning, engineering, and systems automation culminating as the Vice President of Operations for Qwest Global Services.

Fritz has served as the Chairman of the Minnesota Telecom Alliance Technology and Engineering Board and on the Best Prep Tech Corp Board of Directors, a non-profit organization that supports the advancement of technology education in public schools.

Fritz holds a Bachelor of Science degree from the University of Bellevue and is a graduate of the Carnegie Mellon Information Networking Institute for Advance Telecommunication Innovation.

Daniel Caruso, CEO

Dan Caruso is President and CEO of Zayo Group, where he oversees Onvoy Voice Services. Dan helped found Envysion, where he served as Chairman from 2006 to 2013. Dan is a former Board Member of GTS Central Europe and director of New Global Telecom. Dan has an MBA from the University of Chicago and a BS in Mechanical Engineering from University of Illinois.

Between 2004 and 2006, Dan was the President and CEO of ICG Communications. Backed by Columbia Capital and MC Partners, he led the private buyout of ICG in 2004. In 2006, ICG was sold to Level 3 for \$170M, resulting in a total distribution to the buyout group and management team of over \$225M and a return on investment of 25x.

As one of the founding executives of Level 3 Communications, Dan was responsible for Level 3's engineering, construction, and operations organizations. Between 2001 and 2003, most of Level 3's lines of business and marketing functions fell under his jurisdiction. Earlier, Dan was part of the MFS Communications senior management team. He began his career at Illinois Bell/Ameritech.

Ken desGarennnes, Treasurer

Ken desGarennnes is CFO of the Zayo Group overseeing all financial operations as well as corporate development, investor relations, treasury, tax and legal. He has 20 years of experience in leading operations and transactions primarily in the technology and communications industry.

Prior to joining Zayo in 2007, Ken was CFO of Wire One Communications a videoconferencing provider and portfolio company of the Gores Group. The Gores group is a technology-focused private equity firm where Ken was a Senior Director leading financial due diligence and negotiations on numerous acquisitions in both the telecom and technology market. Previously, Ken worked at Accenture for six years in a corporate development role, after earlier starting his career as a commercial banking officer with First Union Bank. Ken has a BS in Finance from the University of Maryland in College Park.

Scott E. Beer, Vice President and Secretary

Scott Beer is General Counsel of Zayo Group and is responsible for Zayo's legal and regulatory functions. He has served on the board of Comptel since January 2008 and is also a member of Comptel's Finance Committee.

Before joining Zayo, Scott worked for Level 3 Communications as Vice President of Carrier Relations, responsible for vendor relations covering \$1.8 billion in annual network expenses.

Earlier, Scott was VP and General Counsel of ICG, overseeing legal and regulatory matters. He started with ICG as Director of Government Affairs, handling state and federal regulatory functions and providing legal support to new product development. Scott was previously in-house counsel at MCI WorldCom, supporting the Mass Markets Finance Department. He began his legal career as an associate attorney for a Denver law firm, where he was a commercial litigator and represented several large communication companies.

Scott holds a Juris Doctorate from Michigan State University College of Law (formerly Detroit College of Law). He earned a BA from Michigan State University in Communications.

ONVOY, INC. D/B/A ONVOY VOICE SERVICES

Attachment C

Financial Statements
(Confidential - Filed Under Separate Cover)