

July 13, 2017

**Via EFIS, E-Mail, and First Class Mail**

Whitney Payne  
Legal Counsel  
Missouri Public Service Commission  
Jefferson City, MO 65102  
whitney.payne@psc.mo.gov

Re: iCore Networks, Inc., File No. DD-2017-0293  
Telesphere Networks Ltd., File No. TD-2017-0282

Dear Ms. Payne,

In connection with the above-captioned cases, Vonage Holdings Corp. (“Vonage”) hereby notifies the Missouri Public Service Commission that it does not object to Staff’s suggestion that the Commission revoke the authority of iCore Networks, Inc. (“iCore”) and Telesphere Networks Ltd. (“Telesphere”) to offer service in Missouri.

As noted in Vonage’s letter of June 12, 2017, both iCore and Telesphere have been acquired by Vonage. Specifically, on December 15, 2014, Vonage completed its acquisition of Telesphere pursuant to the Agreement and Plan of Merger (the “Telesphere Merger Agreement”), dated November 4, 2014. A copy of the Telesphere Merger Agreement was attached to the Form 8-K filed with the SEC on November 5, 2014. Pursuant to the Telesphere Merger Agreement, on December 15, 2014, Telesphere became a wholly owned subsidiary of Vonage. On August 5, 2015, Telesphere changed its name to Vonage Business Ltd. (“VBL”). Effective December 31, 2015, VBL merged with and into Vonage Business Solutions, Inc. (“VBS”), with VBS as the surviving corporation. Effective January 1, 2016, VBS changed its name to Vonage Business, Inc.

On August 19, 2015, Vonage entered into an Agreement and Plan of Merger (the “iCore Merger Agreement”) to acquire iCore. The iCore Merger Agreement provided that iCore would become an indirect, wholly owned subsidiary of Vonage. On August 20, 2015, the Company issued a press release announcing the execution of the Merger Agreement in an 8-K filing with the SEC. The acquisition was completed on August 31, 2015 and detailed in an 8-K filing with the SEC on September 1, 2015. Also on August 31, 2015, iCore’s name was changed to Vonage Business Networks, Inc.

As noted in our letters of May 22, 2017, the Federal Communications Commission (“FCC”) has preempted traditional state telephone company regulation of Vonage’s interconnected VoIP service. *See generally Vonage Holdings Corp.*, Memorandum Opinion and Order, 19 FCC Rcd. 22,404 (2004), *aff’d sub nom. Minn. Pub. Utils. Comm’n v. FCC*, 438 F.3d 570 (8th Cir. 2007). Vonage does comply, and will continue to comply, with its obligations to contribute to the Missouri Universal Service Fund.

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Because Missouri is without authority to impose the entry and reporting requirements at issue in this proceeding and, in any event, iCore is now Vonage Business Networks and Telesphere has been merged into Vonage Business, Vonage does not object to Staff's suggestion that the Commission revoke the authority of iCore and Telesphere to offer service in Missouri.

Please do not hesitate to contact me at (202) 730-1346 or bstrandberg@hwglaw.com if you have any questions or need additional information.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'BDS', with a long horizontal line extending to the right.

Brita D. Strandberg  
Harris, Wiltshire & Grannis LLP  
1919 M Street NW, 8<sup>th</sup> Floor  
Washington, DC 20036  
(202) 730-1346  
*Counsel to Vonage Holdings Corp.*

## **CERTIFICATE OF SERVICE**

I hereby certify that I have, on June 13, 2017, served a copy of the foregoing letter by U.S. Mail postage prepaid to the addresses below:

Missouri Public Service Commission  
Staff Counsel Department  
200 Madison Street, Suite 800  
P.O. Box 360  
Jefferson City, MO 65102

Office of the Public Counsel  
Hampton Williams  
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P.O. Box 2230  
Jefferson City, MO 65102

Missouri Public Service Commission  
Whitney Payne  
200 Madison Street, Suite 800  
P.O. Box 360  
Jefferson City, MO 65102

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Brita D. Strandberg