

Jean L. Kiddoo
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February 24, 2011

Via E-Filing

David Danner, Executive Secretary
Washington Utilities and Transportation Commission
1300 South Evergreen Park Drive, S.W.
Olympia, WA 98504
records@wutc.wa.gov

Re: Zayo Group, LLC - Registration and Request for Competitive Classification

Dear Mr. Danner:

On behalf of Zayo Group, LLC (“Zayo”), enclosed for filing is the above-referenced Registration.

We would appreciate it if you would please acknowledge receipt of this filing. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel to Zayo Group, LLC

Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
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Bingham McCutchen LLP
2020 K Street NW
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Questions regarding this application should be directed to:

Name: **Jean L. Kiddoo and Brett P. Ferenchak - Bingham McCutchen LLP**

Phone Number: **202-373-6000**

Fax Number: **202-373-6001**

E-mail: **jean.kiddoo@bingham.com**

brett.ferenchak@bingham.com

Mailing Address: **Bingham McCutchen, LLP, 2020 K Street, NW**

City/State/Zip: **Washington, DC 20007-1806**

Registered Agent (A Washington Agent is required if the company is located outside Washington State):

Name: **CT Corporation System**

Mailing Address: **1801 West Bay Drive, NW, Suite 206**

City/State/Zip: **Olympia, WA 98502**

Phone Number: **360-357-6794**

Name, address and title of each officer or director (attach additional pages if needed)

<u>Name</u>	<u>Address</u>	<u>Title</u>
Dan Caruso	400 Centennial Parkway, Suite 200 Louisville, CO 80027	President & Chief Executive Officer
Ken desGarennes	400 Centennial Parkway, Suite 200 Louisville, CO 80027	Vice President and Chief Financial Officer
Scott Beer	400 Centennial Parkway, Suite 200 Louisville, CO 80027	Vice President, General Counsel & Secretary

Regulatory Contact:

Name: **Peter Chevalier, Associate General Counsel**

Mailing Address: **400 Centennial Parkway, Suite 200, Louisville, CO 80027**

Phone Number: **303-414-4008**

Fax Number: **303-226-5039**

E-mail: **pchevalier @zayo.com**

Consumer Questions and/or Complaint Contact:

Name: **Zayo Customer Care**

Mailing Address: **400 Centennial Parkway, Suite 200, Louisville, CO 80027**

Phone Number: **800-390-6094**

Fax Number: **303-604-6869**

E-mail: **billing@zayo.com**

Emergency Contact:

Name: **Zayo Network Control Center**

Mailing Address: **One West Third St., Suite 1300, Tulsa, OK 74103**

Phone Number: **866-236-2824**

Fax Number: **866-236-5866**

E-mail: **ncc@zayo.com**

If escalation is necessary, the following is the contact:

Greg Hadlock, NCC Vice President

Direct: 303-731-6662

ghadlock@zayo.com

Telecommunication services that will be provided (check all that apply):

- | | | | |
|-------------------------------------|--|-------------------------------------|-----------------------|
| <input checked="" type="checkbox"/> | Local Exchange Service (Resale) | <input checked="" type="checkbox"/> | Data Services |
| <input type="checkbox"/> | Calling Cards | <input type="checkbox"/> | Prepaid Calling Cards |
| <input type="checkbox"/> | Alternate Operator Services | <input type="checkbox"/> | Directory Assistance |
| <input checked="" type="checkbox"/> | Long Distance Interlata | <input type="checkbox"/> | WATS (800/888) |
| <input checked="" type="checkbox"/> | Long Distance Intralata | | |
| <input checked="" type="checkbox"/> | Other, please specify: <u>(1) Facilities-Based Local Exchange and (2) Resold and Facilities-Based IntraLATA and InterLATA Private Line Services</u> | | |

ZAYO GROUP, LLC AND SUBSIDIARIES

PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(in thousands)

	<u>September 30, 2010</u>	<u>June 30, 2010</u>
Assets		
Current assets		
Cash and cash equivalents	\$ 154,222	\$ 89,161
Restricted cash, current	549	809
Trade receivables, net of allowance of \$1,033 and \$1,093 as of September 30, 2010 and June 30, 2010, respectively	17,004	12,721
Due from related parties	—	871
Other receivables	250	348
Prepaid expenses	6,500	5,144
Deferred income taxes	3,621	4,060
Total current assets	182,146	113,114
Property and equipment, net of accumulated depreciation of \$66,943 and \$57,425 as of September 30, 2010 and June 30, 2010, respectively	410,204	301,911
Intangible assets, net of accumulated amortization of \$31,157 and \$28,222 as of September 30, 2010 and June 30, 2010, respectively	60,349	59,851
Goodwill	68,818	68,751
Deferred income taxes	6,333	7,050
Debt issuance costs, net	12,430	9,560
Other assets	4,380	4,144
Total assets	\$ 744,660	\$ 564,381
Liabilities and member's equity		
Current liabilities		
Accounts payable	\$ 15,825	\$ 10,502
Accrued liabilities	16,578	18,349
Accrued interest	1,625	7,794
Capital lease obligations, current portion	1,340	1,673
Due to related parties	13,544	—
Deferred revenue, current portion	11,439	8,146
Total current liabilities	60,351	46,464
Capital lease obligations, net of current portion	10,881	11,033
Senior secured notes	350,166	247,080
Deferred revenue, net of current portion	45,540	22,648
Stock-based compensation liability	26,510	21,623
Other long term liabilities	2,216	2,397
Total liabilities	495,664	351,245
Member's equity		
Member's interest	253,261	217,129
Accumulated deficit	(4,265)	(3,993)
Total member's equity	248,996	213,136
Total liabilities and member's equity	\$ 744,660	\$ 564,381

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

STATE OF COLORADO
COUNTY OF BOULDER

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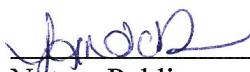
VERIFICATION

I, Scott E. Beer, state that I am the Vice President, General Counsel and Secretary of Zayo Group, LLC and its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Scott E. Beer
VP, General Counsel & Secretary
Zayo Group, LLC

Sworn and subscribed before me this 3 day of February, 2011.



Notary Public L BEER

My commission expires 6-8-2011