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February 25, 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: Notification of Zayo Group, LLC, Zayo Enterprise Networks, LLC, Onvoy, Inc. and Zayo Bandwidth, LLC of *Pro Forma* Intra-Corporate Transactions**

Dear Mr. Danner:

Zayo Group, LLC (“Zayo”), Zayo Enterprise Networks, LLC (“ZEN”), Onvoy, Inc. (“Onvoy”) and Zayo Bandwidth, LLC (“ZB”) (collectively, the “Parties”), by their undersigned counsel, hereby notify the Washington Utilities and Transportation Commission (“Commission”) of the following proposed *pro forma* intra-corporate transactions:

- (1) the proposed *pro forma* transfer of direct control of ZEN from Zayo to Onvoy (the “*Pro Forma* Transfer of Control”);
- (2) immediately prior to the *Pro Forma* Transfer of Control, the proposed *pro forma* transfer of certain assets and customers of ZEN to Zayo or ZB (the “*Pro Forma* Transfer of Assets”); and
- (3) the proposed *pro forma* merger of ZB with and into Zayo, with Zayo surviving the merger (the “*Pro Forma* Merger”).

These intra-corporate transactions (together, the “*Pro Forma* Transactions”) are being proposed by the Parties to simplify their existing corporate structure and further align their respective networks and services with the appropriate subsidiaries of their parent company, Zayo Group Holdings, Inc. (“Holdings”).

It is the Parties’ understanding that Commission approval is not required to complete the transactions described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission’s records. In support, the Parties provide the following information:

**Description of the Parties**

Zayo, ZB and ZEN are Delaware limited liability companies. Onvoy is a Minnesota corporation. Zayo, ZB and ZEN currently have their principal business office at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. Onvoy has, and upon completion of its transfer of control ZEN will also have, its principal business office at 300 South Highway 169, Suite 700, Minneapolis, MN 55426-1137. ZB and ZEN are

Boston  
Frankfurt  
Hartford  
Hong Kong  
London  
Los Angeles  
New York

Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo

Washington

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currently wholly owned direct subsidiaries of Zayo. Zayo and Onvoy are wholly owned direct subsidiaries of Holdings, which in turn is wholly owned by Communications Infrastructure Investments, LLC ("CII"). CII has no majority owner. Pre- and post-*Pro Forma* Transactions corporate organization charts for the Parties are provided as Exhibit A.

Zayo does not currently provide telecommunications services, but will begin providing the telecommunications services currently offered by ZB upon completion of the *Pro Forma* Merger. Zayo filed a Registration as a Telecommunications Company with Competitive Classification with the Commission, *see* Docket No. UT-110349, so that Zayo can continue to provide the telecommunications services currently provided by ZB in Washington upon completion of the merger. Ultimately, Zayo will also provide telecommunications services to the customers that are being transferred from ZEN.

ZEN currently provides business data services including Ethernet, Private Line, DIA, Virtual Private Networks ("VPN"), Voice Over Internet Protocol ("VoIP") services and managed services including audio and video conferencing. ZEN also provides some traditional switched voice and data services in other states. ZEN's customers are small, medium and large enterprise customers. ZEN's assets and customers related to its stand alone Ethernet transport services will be transferred to Zayo or ZB immediately prior to ZEN's becoming a wholly owned subsidiary of Onvoy. Upon completion of the *Pro Forma* Transfer of Assets, ZEN will continue to provide the same panoply of services it provides today. In Washington, ZEN is registered as a Telecommunications Company with Competitive Classification pursuant to a Certificate of Registration issued by the Commission in Docket No. UT-091817 on December 19, 2009.

ZB currently provides Private Line, Ethernet, Wavelength, Dedicated Internet Access ("DIA") and Collocation services to wholesale (e.g., other carriers) and large enterprise customers. Upon completion of a *Pro Forma* Merger, Zayo will provide such services to ZB's customers. In Washington, ZB is registered as a Telecommunications Company with Competitive Classification pursuant to a Certificate of Registration issued by the Commission in Docket No. UT-091808 on December 17, 2009. If the *Pro Forma* Merger occurs before the *Pro Forma* Transfer of Control of ZEN, then ZEN will transfer certain of its assets and customers to Zayo. Otherwise, ZEN will transfer certain of its assets and customers to ZB.

Onvoy provides wholesale local exchange, competitive tandem switching, long distance, intrastate PRI service, direct inward dialing and SS7 services to other local exchange carriers and interexchange carriers, as well as some retail customers. Onvoy currently provides some or all of these services in ten states (Colorado, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin). Onvoy is also authorized by the Federal Communications Commission to provide interstate and international telecommunications services. Onvoy has been providing telecommunications services since 1992 and has an experienced management team.

### **Contact Information**

Questions or inquiries concerning this filing may be directed to:

**For the Parties:**

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**With copies to:**

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Louisville, CO 80027  
303-381-4664 (Tel)  
303-226-5923 (Fax)  
sbeer@zayo.com

### **Description of the Pro Forma Intra-Corporate Transactions**

As stated above, the Parties intend to complete (1) the proposed *pro forma* transfer of direct control of ZEN from Zayo to Onvoy and (2) immediately prior to the *Pro Forma* Transfer of Control, the *pro forma* transfer of certain assets and customers of ZEN to Zayo or ZB.<sup>1</sup> Ultimate control of ZEN will not change because Holdings directly owns both Zayo and Onvoy and therefore ZEN will remain an indirect subsidiary of Holdings upon completion of the *Pro Forma* Transfer of Control. These *Pro Forma* Transactions are being proposed by the Parties to further align their respective networks and services with the appropriate subsidiaries of their parent company, Holdings. The Parties also intend to complete the proposed *pro forma* merger of ZB with and into Zayo, with Zayo surviving the merger. The *Pro Forma* Merger is part of Zayo's effort to simplify its existing corporate structure. Corporate structure charts illustrating the current corporate structure of the Parties and the proposed structure following the *Pro Forma* Transactions are provided as Exhibit A.

This synchronization of assets and customers within the Zayo Holdings family of companies will not result in any changes to the services received by customers, including rates, terms and conditions of service. Each of the affected customers will be transferred pursuant to terms of that customer's service contract that permit transfer to affiliates and/or pursuant to the customer's written authorization and affected customers will receive notice of these *pro forma* changes. A sample of the customer notice for the *Pro Forma* Transfer of Assets is provided as Exhibit B. A sample of the customer notice for the *Pro Forma* Merger is provided as Exhibit C.

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<sup>1</sup> If the *Pro Forma* Merger occurs before the *Pro Forma* Transfer of Control of ZEN, then ZEN will transfer certain of its assets and customers to Zayo. Otherwise, ZEN will transfer certain of its assets and customers to ZB. Ultimately, all of ZEN's affected customers will become customers of Zayo whether they are transferred directly from ZEN to Zayo or whether they are transferred to ZB, which subsequently merges with and into Zayo, with Zayo surviving the merger.

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**Public Interest Considerations**

The Parties submit that the proposed *Pro Forma* Transactions described herein are in the public interest. The transactions will also allow the companies to integrate the assets and customers of ZEN into the appropriate existing subsidiaries of Holdings and the transfer of control of ZEN to Onvoy will take advantage of their core focus and strengths to the benefit of the customers of those subsidiaries. As a result of the efficiencies and focus, Zayo and ZEN will be able to better serve the affected customers. Furthermore, the proposed *Pro Forma* Transactions will be virtually transparent to customers and will not result in any change in their services. The primary change will be the corporate name of the company providing telecommunications service to the customers; since the affected customers are already familiar with the “Zayo” brand, these changes will not cause any customer confusion. Therefore, the *Pro Forma* transactions will not result in customer confusion.

Zayo and its subsidiaries have the same corporate officers. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the customers of ZEN that are being transferred or the customers of ZB. Further, Onvoy is well qualified to directly own ZEN.

**Conclusion**

We would appreciate it if you would please acknowledge receipt of this filing. Should you have any questions regarding this filing, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,



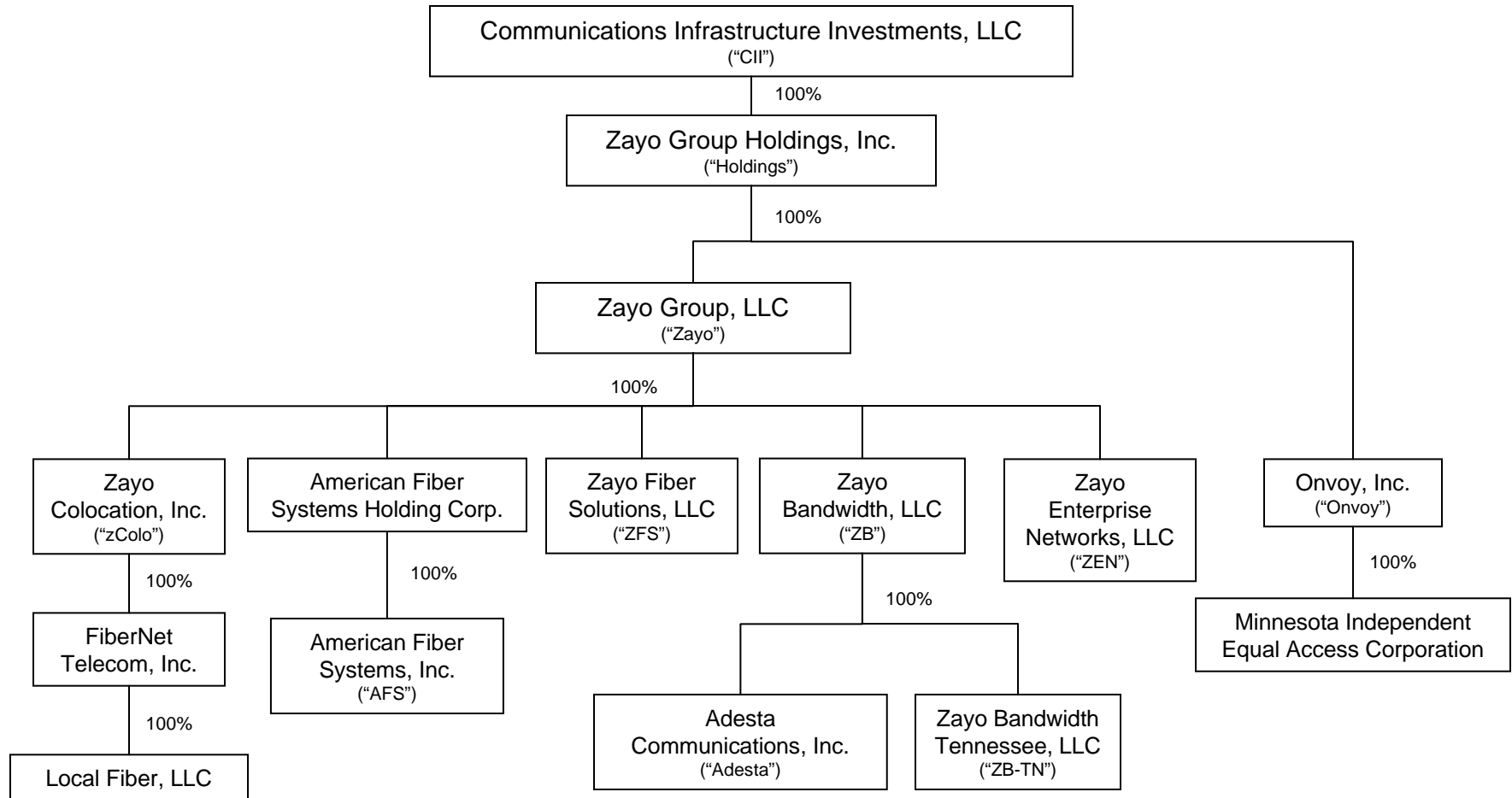
Jean L. Kiddoo  
Brett P. Ferenchak

Counsel for the Parties

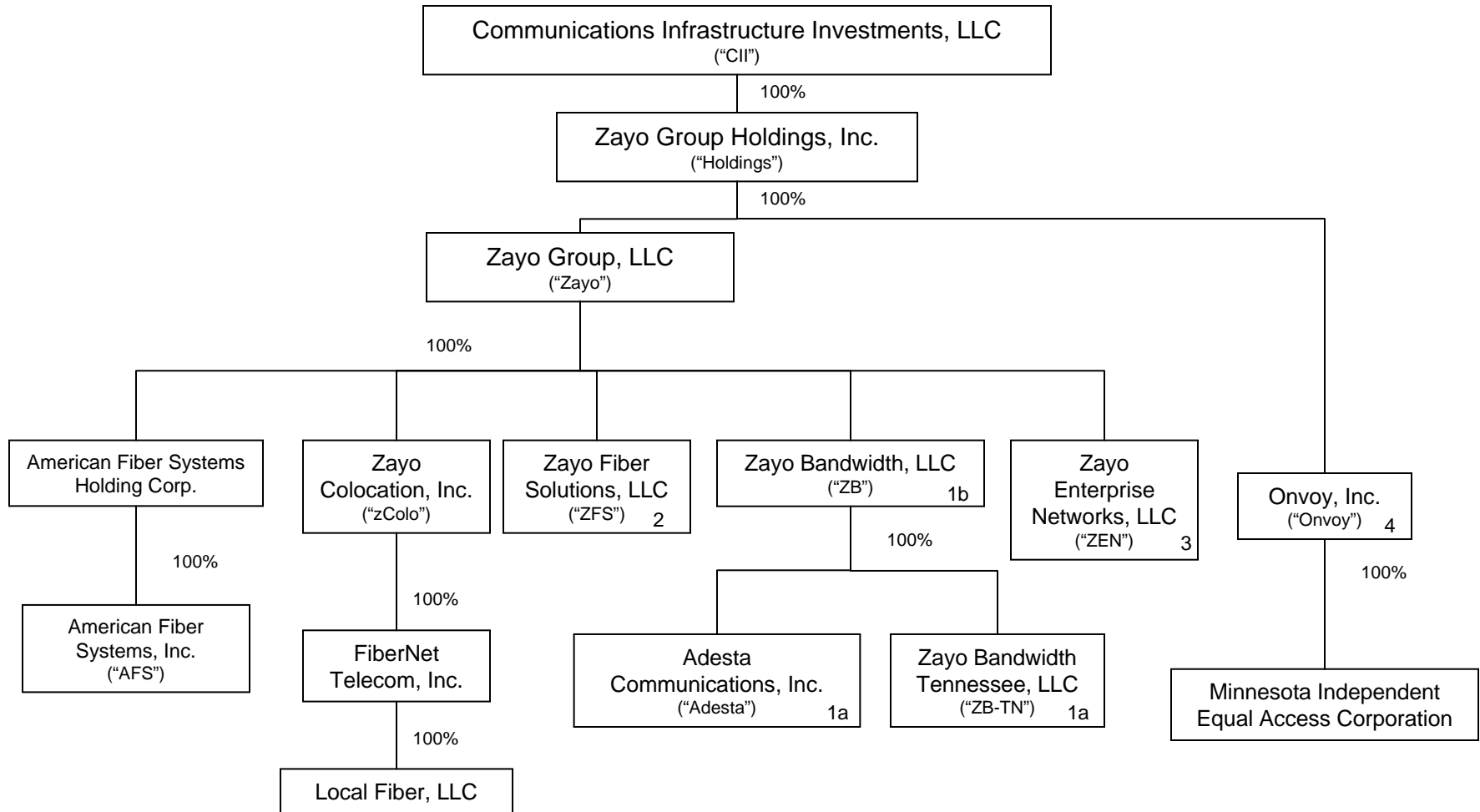
**Exhibit A**

Pre- and Post-*Pro Forma* Transactions Corporate Structure Charts

# Current Corporate Organization Structure of Holdings



## Illustration of *Pro Forma* Transactions Regarding Holdings



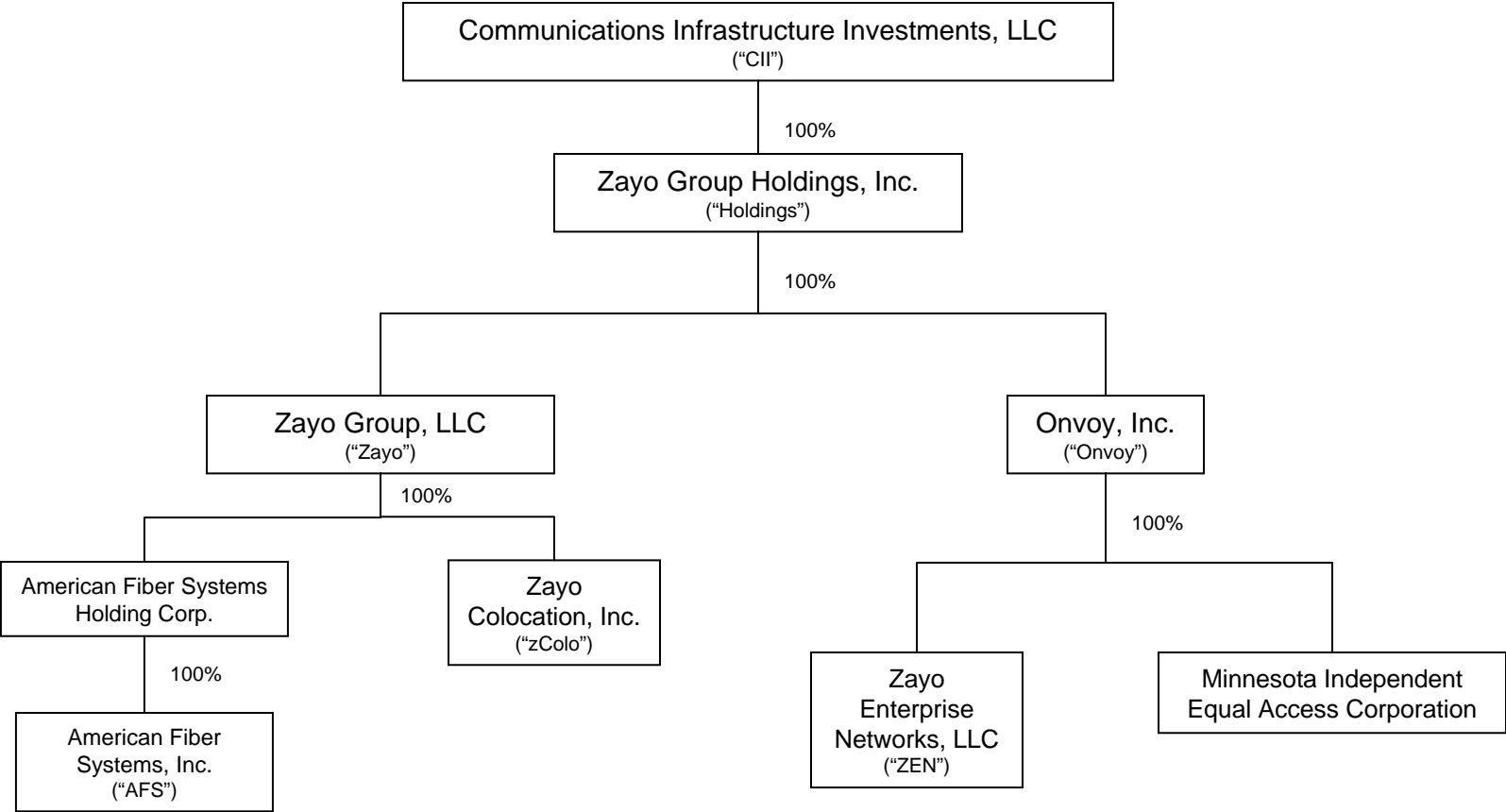
*Pro Forma* Transaction 1: (a) the merger of ZB-TN and Adesta with and into ZB with ZB surviving and (b) the merger of ZB with and into Zayo with Zayo surviving.

*Pro Forma* Transaction 2: the merger of ZFS with and into Zayo, with Zayo surviving.

*Pro Forma* Transaction 3: the transfer of certain assets and customers of ZEN to Zayo or ZB.

*Pro Forma* Transaction 4: the transfer of direct control of ZEN from Zayo to Onvoy.

Post-Pro Forma Transactions Corporate Organization Structure of Holdings





## **EXHIBIT B**

### **Sample Customer Notice for the *Pro Forma* Transfer of Assets**

The applicable affected telecommunications customers of ZEN will receive notice of the change in telecommunications service provider through a bill notation. The notice will be provided to customers in their bill issued at least 30 days prior to their transfer. The text of the bill notation will be substantially similar to the following:

As a Zayo Enterprise Networks customer, we want to thank you again for your valued business. On an administrative note, we are notifying you that the company is implementing an internal corporate reorganization and thus your telecommunications carrier of record will be Zayo Group on or after [DATE], 2011. Zayo Group (Zayo Enterprise Networks' current parent company) will continue to provide you the same telecommunications services that are currently provided by Zayo Enterprise Networks and your associated pricing and terms and conditions of service will not change as a result of this reorganization. There is no charge associated with the change from Zayo Enterprise Networks to Zayo Group. You may soon receive bills with the Zayo Group logo. Please note that the toll-free number for customer service will change to 1-866-236-2824. We recognize that you do have the right to change telecommunications providers subject to restrictions in your contract or service order. Zayo Group looks forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

## EXHIBIT C

### **Sample Customer Notice for the *Pro Forma* Merger**

The applicable affected customers of ZB will receive notice of the merger through a bill notation. The notice will be provided to customers in their bill issued at least 30 days prior to the merger. The text of the bill notation will be substantially similar to the following:

On or about [DATE], Zayo Group, LLC (“Zayo”) will undertake an internal corporate reorganization and consolidation, including the merger of Zayo Bandwidth, LLC into Zayo. Thus, the Zayo corporate entity that will provide your telecommunications services will be Zayo Group, LLC. Your services and the associated pricing and terms and conditions of service will not change as a result of this intra-corporate consolidation. There is no charge associated with this change and any preferred carrier freeze you have will remain in place. You will continue to receive a bill from Zayo and we will continue to resolve any issues you may have with your account or service using the same customer service number: 1-866-236-2824.

We recognize that you always have a choice in telecommunications carrier and believe that this intra-corporate consolidation will enhance our ability to serve you. Zayo looks forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

STATE OF COLORADO  
COUNTY OF BOULDER

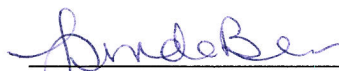
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**VERIFICATION**

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 31<sup>ST</sup> day of January, 2011.

  
\_\_\_\_\_  
Notary Public LINDA BEER

My commission expires 6-8-2011