

Jean L. Kiddoo  
Brett P. Ferenchak  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

May 13, 2014

## Via E-Filing

David Danner, Executive Secretary  
Washington Utilities and Transportation Commission  
1300 S. Evergreen Park Drive  
Olympia, WA 98504-7250

**Re: Onvoy, LLC (“Onvoy”) and Zayo Enterprise Networks, LLC (“ZEN”)**

**Notification of (1) Conversion of Onvoy and Resulting Name Change and  
(2) *Pro Forma* Transfer of Direct Ownership of Onvoy and Indirect  
Ownership ZEN**

Dear Mr. Danner:

Onvoy, LLC (formerly known as Onvoy, Inc. d/b/a Onvoy Voice Services) (“Onvoy”) hereby notifies the Commission (1) that Onvoy converted from a Minnesota corporation to a Minnesota limited liability company (the “Conversion”) and (2) of the proposed *pro forma* transfer of direct ownership of Onvoy from Zayo Group Holdings, Inc. (“Holdings”) to Communications Infrastructure Investments, LLC (“CII”), the direct parent company of Holdings and ultimate parent company of Onvoy (the “Pro Forma Transaction”). As Zayo Enterprise Networks, LLC (“ZEN”) (Onvoy and ZEN collectively, the “Company”) is a direct wholly-owned subsidiary of Onvoy, the *Pro Forma* Transaction will also change the indirect ownership of ZEN, but not its ultimate ownership.

The Company understands that prior approval of the Commission is not required for the Conversion and *Pro Forma* Transaction. Accordingly, the Company submits this letter for informational purposes to ensure the continuing accuracy of the Commission’s records. In support, the Company provides the following information:

### Description of the Company

Onvoy is a limited liability company organized under the laws of the State of Minnesota as a result of its conversion from a Minnesota corporation. ZEN is a Delaware limited liability company. The Company’s principal address is 10300 6th Avenue North, Plymouth, Minnesota 55441. ZEN is a wholly-owned direct subsidiary of Onvoy. Onvoy is currently a wholly-owned direct subsidiary of Holdings, a Delaware corporation and wholly-owned subsidiary of CII, a Delaware limited liability company. CII has no majority owner.

Beijing  
Boston  
Frankfurt  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Washington

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

T +1.202.373.6000  
F +1.202.373.6001  
bingham.com

A/76177143.1

David Danner, Executive Secretary  
May 13, 2014  
Page 2

Onvoy has been providing telecommunications service since 1988. Onvoy provides wholesale local exchange and long distance services, tandem switched access, transit and other access services to other carriers. ZEN primarily provides business data services including Ethernet, Private Line, Dedicated Internet Access (“DIA”), Virtual Private Networks (“VPN”), Voice Over Internet Protocol (“VoIP”) services and managed services including audio and video conferencing.<sup>1</sup> In Washington, Onvoy is authorized to provide intrastate telecommunications services pursuant to its registration as a telecommunications company with competitive classification granted in Docket No. UT-112010; and ZEN is authorized to provide intrastate telecommunications services pursuant to its registration as a telecommunications company with competitive classification granted in Docket No. UT-091817. The Company is also authorized by the FCC to provide domestic and international telecommunications services. Additional information concerning the Company’s legal, technical, managerial and financial qualifications has been submitted to the Commission with the Company’s registrations and other transactions and is therefore already a matter of public record. The Company requests that the Commission take official notice of these existing descriptions of the Company’s qualifications and incorporate them by reference herein.

In addition to Onvoy, Holdings also directly wholly owns Zayo Group, LLC (“Zayo”), which is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over regional and metropolitan fiber networks.<sup>2</sup> Although both Onvoy and Zayo have the same direct parent company, over the past several years the Company and Zayo have been run as separate businesses, with separate management and technical personnel,<sup>3</sup> different business models, and different product and customer segments. Further, the Company and Zayo have maintained separate books and entered into separate financing arrangements in which the other entity did not participate as a borrower or guarantor or by pledging its assets. The *Pro Forma* Transaction described below will realign the operating companies within CII’s corporate structure to better reflect these divisions.

### Contacts

Questions or any correspondence or other correspondence pertaining to this filing should be directed to the following:

---

<sup>1</sup> In limited circumstances and locations in its multi-state footprint, ZEN provides switched voice and data services.

<sup>2</sup> In Washington, Zayo is authorized to provide intrastate telecommunications services pursuant to its registration as a telecommunications company with competitive classification granted in Docket No. UT-110349.

<sup>3</sup> Although day-to-day operations are managed by different management teams, Zayo and Onvoy share the same corporate officers and will continue to do so immediately following the pro forma transaction.

David Danner, Executive Secretary  
May 13, 2014  
Page 3

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W., Suite 1100  
Washington, DC 20006-1806  
202-373-6000 (tel)  
202-373-6001 (fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

with a copy to:

Scott Sawyer, General Counsel  
Onvoy  
10300 6<sup>th</sup> Avenue North  
Plymouth, MN 55441  
763-230-4660 (tel)  
952-230-4300 (fax)  
scott.sawyer@onvoy.com

### **Description of the Conversion**

The conversion of Onvoy from a corporation to a limited liability company was merely a change in its corporate form accomplished through the filing of Articles of Conversion in Minnesota and did not entail a merger or other transactions extinguishing the existence of Onvoy. A copy of the conversion documents are provided as Exhibit A and a copy of the updated authority to transact business in Washington is provided as Exhibit B (Onvoy's UBI has not changed). Onvoy requests that the Commission update its records, including Onvoy's registration, to reflect the conversion and resulting name change.

### **Description of the *Pro Forma* Transaction**

Through the contribution to CII of the membership interests held by Holdings in Onvoy, the direct owner of Onvoy will change from Holdings to CII. Since Holdings is a wholly owned direct subsidiary of CII, the transfer of direct ownership of Onvoy (and indirect ownership of ZEN) will not result in a change in ultimate ownership of the Company and is *pro forma* in nature. For the Commission's reference, a chart depicting the pre- and post-*Pro Forma* Transaction ownership of the Company is provided as Exhibit C.

### **Public Interest Considerations**

The Company submits that the Conversion and *Pro Forma* Transaction are in the public interest. The *Pro Forma* Transaction will realign the corporate structure of CII and its operating entities to better reflect the differences in their business plans, management and operations. This will allow those operating entities to be able to better focus on their particular business and customers without as much potential for conflicting priorities between the businesses. The Conversion and proposed *Pro Forma* Transaction may also provide the companies with greater flexibility for future debt and equity transactions, as well as other corporate transactions. The *Pro Forma* Transaction will be entirely transparent to the Company's customers and will not result in any change in their services. In particular, the rates, terms and conditions of their services will not change as a result of the purely *pro forma* changes.

David Danner, Executive Secretary  
May 13, 2014  
Page 4

\* \* \* \*

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning, please do not hesitate to contact the undersigned at (202) 373-6697.

Respectfully submitted,

A handwritten signature in blue ink that reads "Brett P Ferenchak". The signature is written in a cursive, slightly slanted style.

Jean L. Kiddoo  
Brett P. Ferenchak

Counsel for the Company

A/76177143.1

**EXHIBIT A**

**Conversion Documents**

**Office of the Minnesota Secretary of State  
Certificate of Conversion**

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Converting Entity:

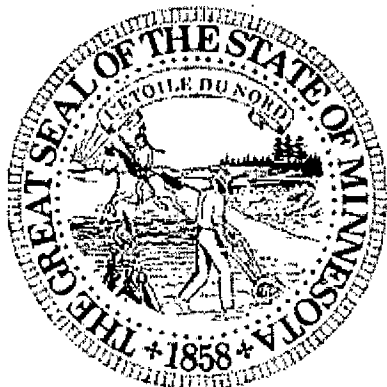
MINNESOTA: ONVOY, INC.

After Conversion, Entity is governed by Minnesota Statutes, Chapter: 322B

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

MINNESOTA: ONVOY, LLC

This Certificate has been issued on: 3/10/2014



*Mark Ritchie*

Mark Ritchie  
Secretary of State  
State of Minnesota

6B-729

DC



**Office of the Minnesota Secretary of State**  
**Minnesota Business Corporations &**  
**Limited Liability Companies | Articles of Conversion**  
*Minnesota Statutes, Chapter's 302A & 322B*



**Read the instructions before completing this form.**

**Filing Fee: \$55 for expedited service in-person and online filings, \$35 if submitted by mail**

1. Name of the Organization before the Conversion is: (Required)  
Onvoy, Inc.

2. Name of the Organization after the Conversion shall be: (Required)  
Onvoy, LLC

3. After the Conversion, the Organization shall be a: (Required) *(Check one of the following filing types.)*

- Corporation
- Limited Liability Company

4. The Terms and Conditions of the Proposed Conversion are:  
No Terms and Conditions

If no Terms and Conditions are listed, the undersigned personally certifies that there are no Terms and Conditions.

5. The manner and basis of converting each ownership interest in the organization immediately before the conversion into ownership interests of the organization immediately after the conversion, in whole or in part, into money or other property is: (Required)  
The sole shareholder's 100% interest in the Corporation shall be converted into a 100% interest in the LLC

6. Include a Copy of the Proposed Articles of Incorporation or Articles of Organization of the Organization after the Conversion, with the Articles and Plan of Conversion. (Required)

7. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.42 as if I had signed this document under oath.

 3-7-2014  
Authorized Signature of Individual on Behalf of the Converting Company or Authorized Agent (Required) Date

**Email Address for Official Notices**  
Enter an email address to which the Secretary of State can forward official notices required by law and other notices:  
scott.beer@zayo.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

**Office of the Minnesota Secretary of State**  
Minnesota Business Corporations &  
Limited Liability Companies | Articles of Conversion  
*Minnesota Statutes, Chapter's 302A & 322B*



**List a name and daytime phone number of a person who can be contacted about this form:**

Lorna McDill

650-849-5237

Contact Name

Phone Number

**Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.**



**STATE OF MINNESOTA**

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 3/12/14

Mark Ritchie



By

[Signature]

Secretary of State

**EXHIBIT B**

**Authority to Transact Business**



Office of the Secretary of State  
Corporations & Charities Division

**Foreign Profit Corporation**  
See attached detailed instructions

- Filing Fee \$30.00
- Filing Fee with Expedited Service \$80.00

04/17/14 2639651-001  
\$80.00 K  
tid: 2742336

This Box For Office Use Only

FILED  
SECRETARY OF STATE  
APRIL 17, 2014  
STATE OF WASHINGTON

UBI Number: 603155761

## AMENDED CERTIFICATE OF AUTHORITY

Chapter 23B.10 RCW

### SECTION 1

**NAME OF CORPORATION:** (as currently recorded with the Office of the Secretary of State)

Onvoy, Inc.

**NAME TO BE USED IN WASHINGTON STATE:** (If different than above, resolution must be attached)

### SECTION 2

**STATE OR COUNTRY WHERE ORIGINALLY INCORPORATED:** MN

**DATE CERTIFICATE OF AUTHORITY WAS ISSUED IN WASHINGTON:** 11/1/2011

### SECTION 3

**AMENDMENTS TO CERTIFICATE:** (if necessary, attach additional information)

Name of Entity: Onvoy, LLC

*In the event the change or changes include a name change to a name that does not meet the requirements of RCW 23B.15.060, a fictitious name for use in Washington, include a copy of the resolution of the board of directors, certified by the corporation's secretary, adopting the fictitious name; and a copy of the document filed in the state or country of incorporation showing that jurisdiction's "filed" stamp.*

### SECTION 4

**SIGNATURE** (see instructions page)

*This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.*

X

Signature

Printed Name/Title

Date

Phone Number

**Office of the Minnesota Secretary of State  
Certificate of Conversion**

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Converting Entity:

MINNESOTA: ONVOY, INC.

After Conversion, Entity is governed by Minnesota Statutes, Chapter: 322B

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

MINNESOTA: ONVOY, LLC

This Certificate has been issued on: 3/10/2014



*Mark Ritchie*

Mark Ritchie  
Secretary of State  
State of Minnesota

6B-729

DC



**Office of the Minnesota Secretary of State**  
Minnesota Business Corporations &  
Limited Liability Companies | Articles of Conversion  
*Minnesota Statutes, Chapter's 302A & 322B*



Read the instructions before completing this form.

Filing Fee: \$55 for expedited service in-person and online filings, \$35 if submitted by mail

1. Name of the Organization before the Conversion is: (Required)  
Onvoy, Inc.

2. Name of the Organization after the Conversion shall be: (Required)  
Onvoy, LLC

3. After the Conversion, the Organization shall be a: (Required) (Check one of the following filing types.)

- Corporation       Limited Liability Company

4. The Terms and Conditions of the Proposed Conversion are:  
No Terms and Conditions

If no Terms and Conditions are listed, the undersigned personally certifies that there are no Terms and Conditions.

5. The manner and basis of converting each ownership interest in the organization immediately before the conversion into ownership interests of the organization immediately after the conversion, in whole or in part, into money or other property is: (Required)  
The sole shareholder's 100% interest in the Corporation shall be converted into a 100% interest in the LLC

6. Include a Copy of the Proposed Articles of Incorporation or Articles of Organization of the Organization after the Conversion, with the Articles and Plan of Conversion. (Required)

7. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.49 as if I had signed this document under oath.

 3-7-2014  
Authorized Signature of Individual on Behalf of the Converting Company or Authorized Agent (Required) Date

**Email Address for Official Notices**

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

scott.beer@zayo.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

---

**Office of the Minnesota Secretary of State**  
Minnesota Business Corporations &  
Limited Liability Companies | Articles of Conversion  
*Minnesota Statutes, Chapter's 302A & 317B*



List a name and daytime phone number of a person who can be contacted about this form:

<u>Lorna McDill</u>	<u>650-849-5237</u>
Contact Name	Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

**STATE OF MINNESOTA**

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 4.15.14

Mark Ritchie

Secretary of State



By

Mary Beth Oke

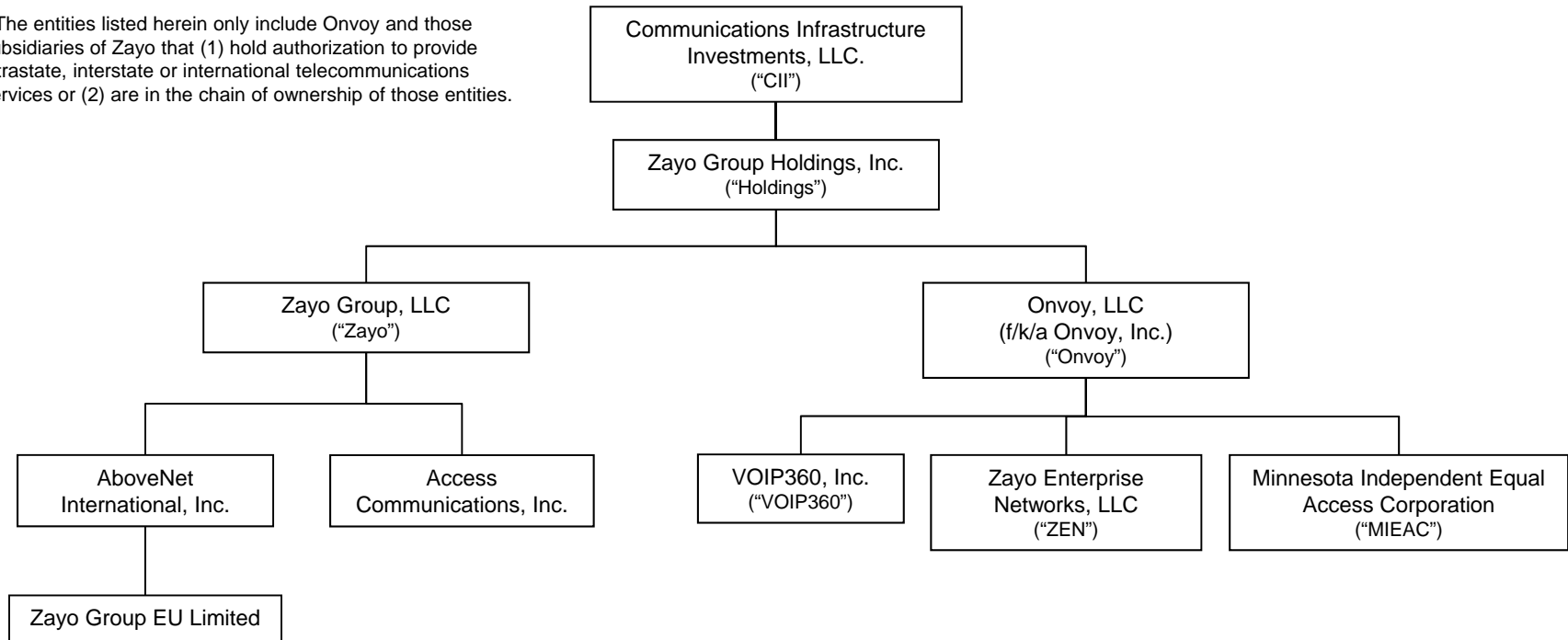
**EXHIBIT C**

**Pre- and Post-*Pro Forma* Transaction Corporate Structure of Onvoy**



# Current Corporate Organizational Structure of Onvoy

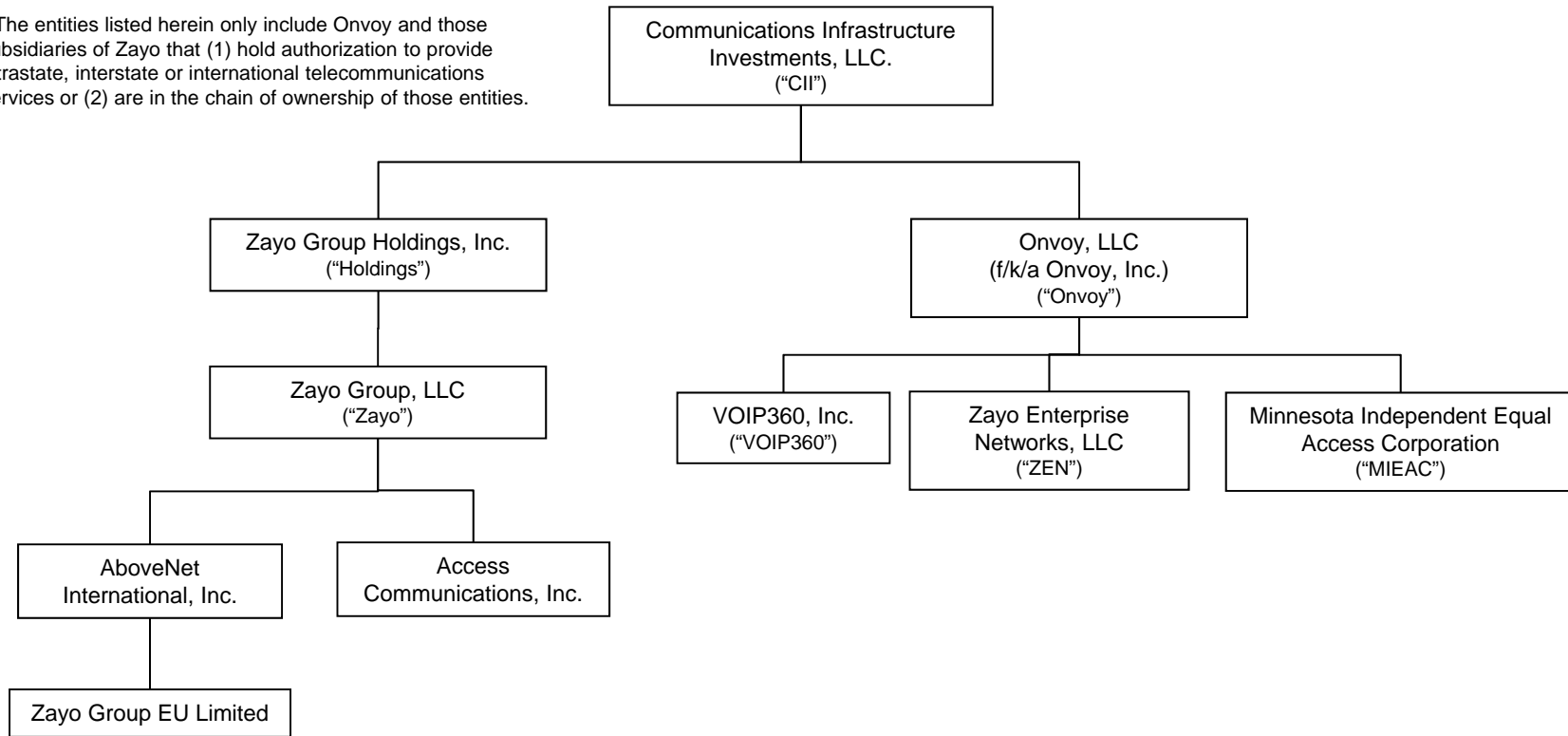
\* The entities listed herein only include Onvoy and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities.



Unless otherwise indicated all ownership percentages are 100%.

# Proposed Corporate Organizational Structure of Onvoy

\* The entities listed herein only include Onvoy and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities.



Unless otherwise indicated all ownership percentages are 100%.

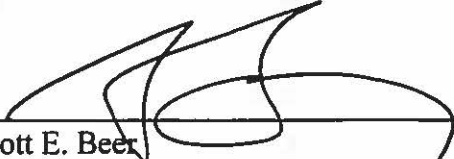
## **VERIFICATION**

STATE OF COLORADO  
COUNTY OF BOULDER


§  
§  
§

**VERIFICATION**

I, Scott E. Beer, am Vice President, General Counsel and Secretary of Communications Infrastructure Investments, LLC, Zayo Group Holdings, Inc. and Onvoy, LLC (collectively, the “Parties”); that I am authorized to make this Verification on behalf of the Parties; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Scott E. Beer  
Vice President, General Counsel and Secretary  
Communications Infrastructure Investments, LLC  
Zayo Group Holdings, Inc.  
Onvoy, LLC

Sworn and subscribed before me this 11<sup>th</sup> day of April, 2014.

  
\_\_\_\_\_  
Notary Public

My commission expires 10/29/16

