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April 8, 2022

Via Electronic Filing

Amanda Maxwell, Executive Director and Secretary
 Washington Utilities and Transportation Commission
 621 Woodland Square Loop SE
 Lacey, WA 98503

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 UTIL. AND TRANSP.
 COMMISSION

Re: Notification Regarding the Proposed Transfer of Indirect Control of ENA Healthcare Services, LLC to Zayo Group, LLC

Dear Director Maxwell:

Commodore Intermediate Holdco, LLC (“Transferor”), ENA Healthcare Services, LLC (“Licensee”), and Zayo Group, LLC (“Transferee”) (collectively with Transferor and Licensee, the “Parties”) notify the Washington Utilities and Transportation Commission (the “Commission”) of a proposed transfer of indirect control of Licensee to Transferee. Since Commission action is not required for the Transaction (as defined below), the Parties submit this letter for informational purposes.

In support of this filing, the Parties provide the following information:

Description of the Parties

A. Transferor and Licensee

Licensee, a Delaware limited liability company, is a direct, wholly owned subsidiary of Education Networks of America, Inc. (“ENA” and together with its subsidiaries including Licensee, “ENA OpCos”). The ENA OpCos have a principal place of business located at 618 Grassmere Park Drive, Suite 12, Nashville, Tennessee 37211. The ENA OpCos provide Infrastructure-as-a-Service (“IaaS”) and managed communications services to K-12 schools, libraries, and rural healthcare facilities, including broadband, Wi-Fi/LAN, IP Voice, and video. Their managed networks also include information solutions, instructional and productivity tools, and third-party applications that are used in tandem with their proprietary products. The ENA OpCos currently provide services primarily to school districts and libraries that participate in the Schools and Libraries “E-Rate” program and rural healthcare providers that participate in the Rural Health Care (“RHC”) Program. In Washington, Licensee is a competitive telecommunications company (intrastate long distance services) pursuant to a Certificate of Registration granted in Docket No. UT-080017 (UTC ID 47438). Licensee also is authorized by the Federal Communications Commission (“FCC”) to provide interstate telecommunications services.

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ENA is a Delaware corporation and direct, wholly owned subsidiary of ENA Holding Corporation (“ENA Holding”), a Georgia corporation. ENA Holding is a holding company that does not provide any services. ENA Holding is a direct, wholly owned subsidiary of Commodore Holdco, LLC (“Holdco”), which in turn is a direct, wholly owned subsidiary of Transferor. Holdco and Transferor are both Delaware limited liability companies.

Transferor is a direct subsidiary of Commodore Parent, LLC, a Delaware LLC, which in turn is indirectly, majority owned and controlled by ZMC Partners II, LLC, a Delaware limited liability company, through ZMC II, LP, a Delaware limited partnership. ZMC Partners II, LLC and its affiliates comprise a leading private equity firm that invests in companies in the media and communications sectors.

B. Transferee

Transferee, along with its operating company subsidiaries (collectively, “Zayo”), is a leading provider of bandwidth infrastructure and interconnection services over regional and metropolitan fiber networks. These services enable customers to manage, operate, and scale their telecommunications and data networks. Zayo’s customers consist primarily of wireless service providers, national and regional communications service providers, media/Internet/content companies, governments, banks, and other bandwidth-intensive enterprises.

Collectively, Zayo is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the District of Columbia and every state except Alaska. The primary telecommunications service offerings of Zayo include high-capacity bandwidth services such as private line, Ethernet, and wavelength services. In Washington, Transferee is authorized to provide intrastate telecommunications services pursuant to its Certificate of Registration as a telecommunications company with competitive classification granted in Docket No. UT-110349.

ZGL, a Delaware limited liability company, is a direct, wholly owned subsidiary of Zayo Group Holdings, Inc. (“Zayo Holdings”), a Delaware corporation. Zayo Holdings and its subsidiaries have a principal place of business located at 1821 30th St., Unit A, Boulder, CO 80301. Zayo Holdings is indirectly, wholly owned by Front Range JV, LP, a Delaware limited partnership.

Front Range JV, LP is a holding company that aggregates the ownership of various investment and co-investment vehicles ultimately managed by (i) affiliates of EQT AB (“EQT”) and (ii) affiliates of DigitalBridge GP, LLC (“DigitalBridge”). EQT, founded in Sweden in 1994, is a leading alternative investments firm with portfolio companies in the United States, Europe and Asia. DigitalBridge is a U.S.-investment firm dedicated to strategic opportunities in digital infrastructure. DigitalBridge and its affiliates possess a long record of successful investment in communications infrastructure companies in the United States and abroad.

Designated Contacts

Questions, correspondence or other communications concerning this filing should be directed to:

For Transferor and ENA OpCos to:

John T. Nakahata
Harris, Wiltshire & Grannis LLP
1919 M Street NW
Eighth Floor
Washington, DC 20036
202-730-1320 (tel)
JNakahata@hwglaw.com

For Transferee to:

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

with a copy for Transferor to:

Brian D. Motechin
ZMC II, L.P.
10 East 59th Street, 24th Floor
New York, NY 10022
motechin@zmclp.com

with a copy for Transferee to:

Lauren Lantero
General Counsel, Corporate
Zayo Group Holdings, Inc.
1821 30th St., Unit A
Boulder, CO 80301
lauren.lantero@zayo.com

and a copy to ENA OpCos to:

Kitty O'Connor
Education Networks of America, Inc.
618 Grassmere Park Drive
Suite 12
Nashville, TN 37211
koconnor@ena.com

Description of the Transfer of Indirect Control

Pursuant to an Equity Purchase Agreement, dated February 25, 2022, by and among Transferor, Holdco and Transferee, Transferee will purchase from Transferor all of the issued and outstanding limited liability company interest of Holdco, and thereby Transferee will acquire indirect control of ENA and Licensee (the "Transaction"). For the Commission's reference, diagrams depicting the current and post-Transaction corporate ownership structures of Licensee are provided as **Exhibit A**.

Public Interest Considerations

The proposed Transaction will serve the public interest, convenience, and necessity. The ENA OpCos will continue to serve schools, libraries, and rural healthcare providers and Zayo will continue to serve its customers and to build and operate telecommunications facilities across the

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United States. ENA OpCos will have access to Zayo's state-of-the-art fiber networks and scale, allowing ENA OpCos to reduce costs and increase efficiency. ENA OpCos also will have access to Transferee's financial and operational expertise. This access to Zayo's network and expertise will improve the ENA OpCos' ability to compete in the telecommunications marketplace.

The proposed Transaction will have no adverse impact on customers of the Licensee or Zayo and will be transparent to customers in terms of the service they now receive. Moreover, the Licensee will continue to provide service pursuant to existing contracts and tariffs, as applicable, subject to change in the ordinary course of business and in accordance with applicable law. Under the Transaction, the only change immediately following the consummation of the Transaction from a consumer's perspective will be the new upstream ownership of the Licensee.

* * * *

We would appreciate acknowledgement of receipt and acceptance of this filing, which is being submitted via email. Please do not hesitate to contact us if you have any questions regarding this submission.

Respectfully submitted,

/s/

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Matthew G. Miller
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1919 M Street NW
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Washington, DC 20036
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*Counsel for
Commodore Intermediate Holdco, LLC and
ENA Healthcare Services, LLC*

/s/

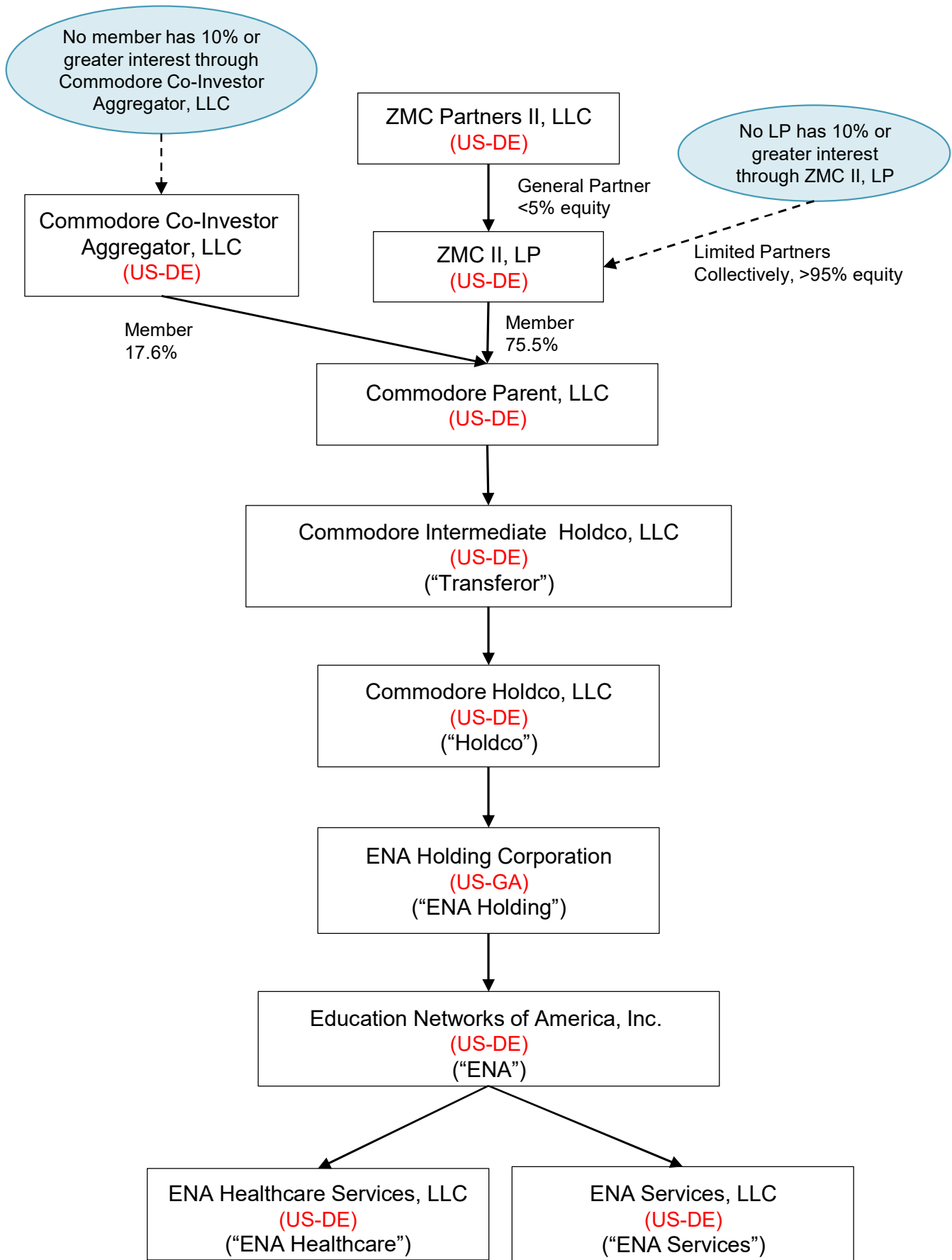
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Counsel for Zayo Group, LLC

EXHIBIT A

Current and Post-Transaction Corporate Ownership Structure Charts

CURRENT OWNERSHIP STRUCTURE CHART: ENA SERVICES, LLC AND ENA HEALTHCARE SERVICES, LLC

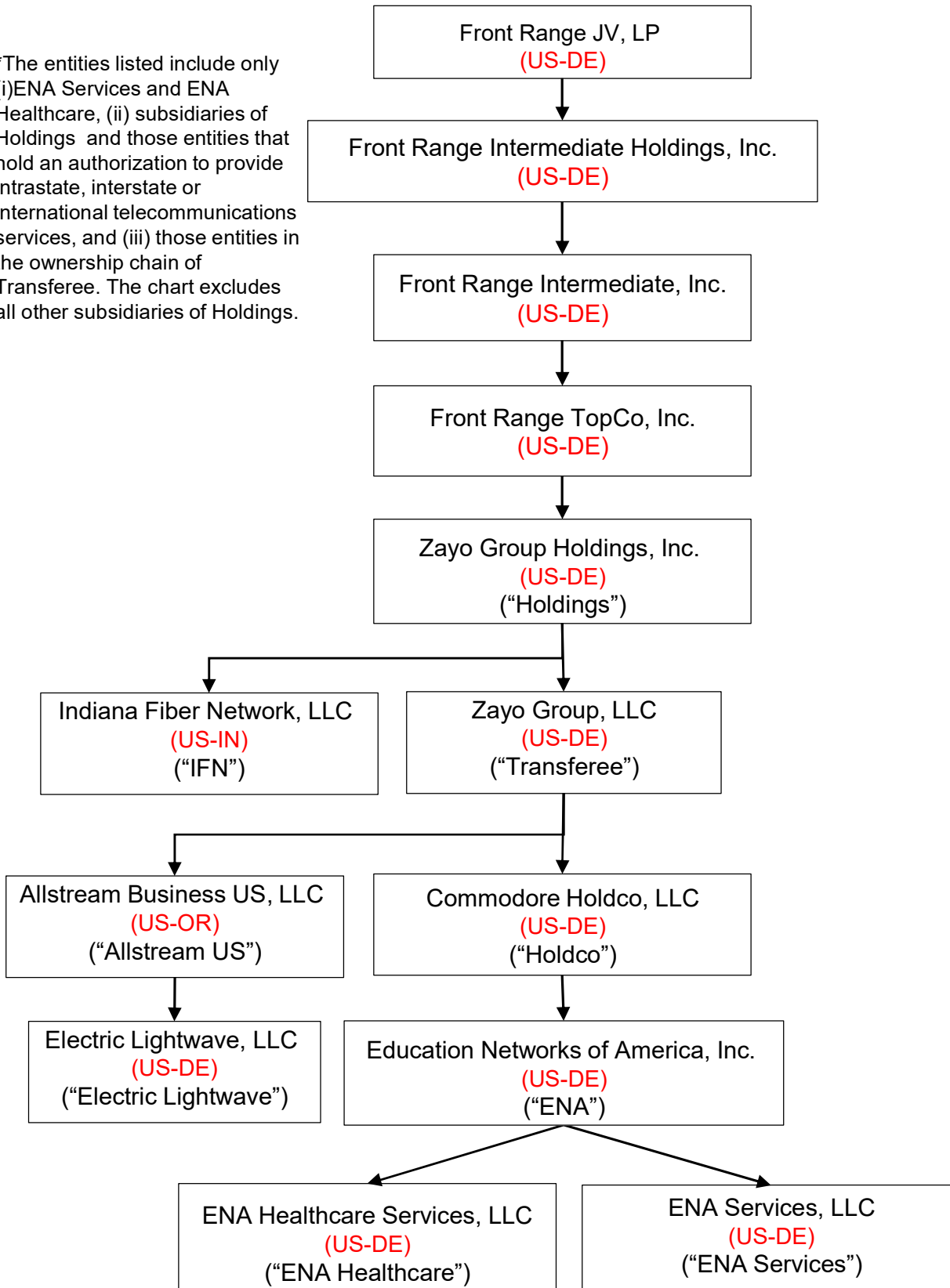


**Unless otherwise noted, all ownership percentages are 100%.

POST-CLOSING OWNERSHIP STRUCTURE CHART ONE: ZAYO GROUP HOLDINGS, INC. STRUCTURE

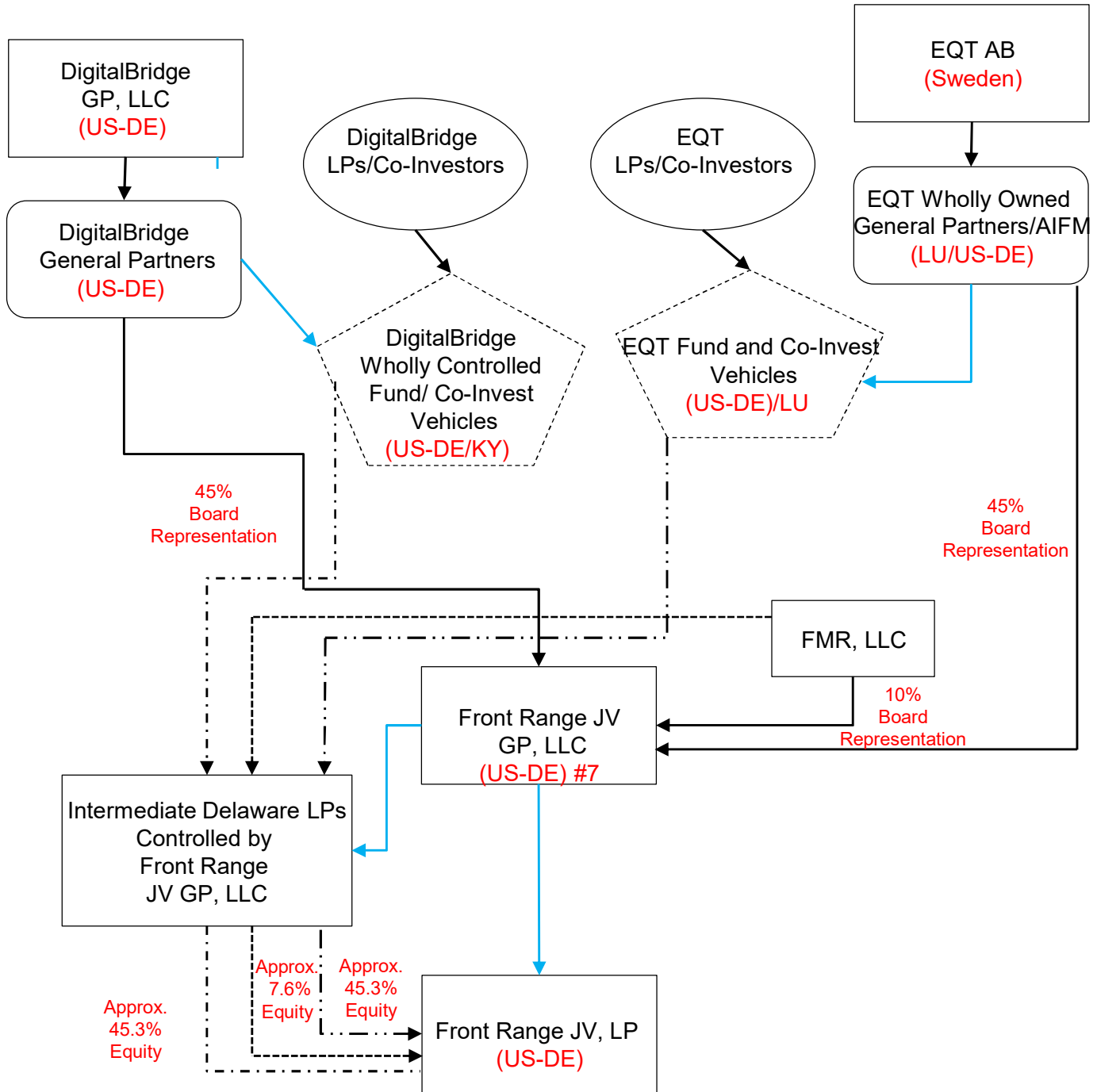
(see Post-Closing Chart 2 for Ownership of Front Range JV, LP)

*The entities listed include only (i) ENA Services and ENA Healthcare, (ii) subsidiaries of Holdings and those entities that hold an authorization to provide intrastate, interstate or international telecommunications services, and (iii) those entities in the ownership chain of Transferee. The chart excludes all other subsidiaries of Holdings.



**All ownership percentages are 100%.

POST-CLOSING OWNERSHIP STRUCTURE CHART TWO: FRONT RANGE JV, LP STRUCTURE



All rights are 100% unless noted otherwise

(See Post-Closing Chart 1 for Zayo and ENA entities)

- ▶ Economic Ownership
- ▶ General Partner
- - -▶ DigitalBridge Indirect Equity
- · -▶ EQT Indirect Equity
- · -▶ FMR Indirect Equity

VERIFICATIONS

VERIFICATION

I, Lauren Lantero state that I am General Counsel, Corporate of Zayo Group Holdings, Inc. 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 thereof and the certifications contained therein regarding the Company and its affiliates, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7th day of March 2022.



Lauren Lantero
General Counsel, Corporate
Zayo Group Holdings, Inc.

Verification

I, Kathryn O'Connor, state that I am General Counsel of Education Networks of America, Inc. and its affiliates including ENA Healthcare Services, LLC, and ENA Services, LLC (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 thereof and the certifications contained therein regarding the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7 day of April, 2022.



Name: Kathryn O'Connor
Title: General Counsel
Education Networks of America, Inc.

Verification

I, Brian Motechin, state that I am Vice President of Commodore Intermediate Holdco, LLC (“Commodore Intermediate”); that I am authorized to make this Verification on behalf of Commodore Intermediate; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Commodore Intermediate are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7th day of April, 2022.

Brian D. Motechin

Name: Brian Motechin

Title: Vice President

Commodore Intermediate Holdco, LLC