

November 1, 2017

VIA ELECTRONIC FILING

Steven V. King, Executive Director / Secretary
Washington Utilities and Transportation Commission
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Olympia, WA 98504-7250
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UTIL. AND TRANSP.
COMMISSION

Re: Notice regarding the intent of Electric Lightwave, LLC, Integra Telecom of Washington, Inc., Eschelon Telecom of Washington, Inc., Advanced Telcom, Inc., Shared Communications Services, Inc., Oregon Telecom, Inc. United Communications, Inc. and World Communications, Inc. to Complete a *Pro Forma* Internal Consolidation

Dear Mr. King:

By this letter, Electric Lightwave, LLC. (“Electric Lightwave”); Integra Telecom of Washington, Inc. (“Integra”); Eschelon Telecom of Washington, Inc. (“Eschelon”); Advanced TelCom, Inc. (“Advanced”); Shared Communications Services, Inc. (“SCS”), Oregon Telecom, Inc. (“Oregon Telecom”); United Communications, Inc. (“UNICOM”); and World Communications, Inc. (“WCI”) (collectively “Joint Parties”) notify the Washington Utilities and Transportation Commission (the “Commission”) of the proposed pro forma internal consolidation of the Joint Parties into Electric Lightwave, LLC (the “Consolidation”) as described below.

The Consolidation is part of a series multi-state, intra-company transactions that will simplify the corporate structure of the Joint Parties’ parent company, Allstream Business US, Inc. (“Allstream” or “Company”).¹ Subject to the receipt of applicable regulatory approvals, the Joint Parties propose to complete the Consolidation as soon as possible.

The Joint Parties plan to consolidate the operations of the Joint Parties into a single legal entity – Electric Lightwave – and operate under the Electric Lightwave registration (“Registration”). Once the Joint Parties notify the Commission that the Consolidation is complete, we request that the Registrations for Integra, Eschelon, Advanced, SCS, Oregon Telecom, UNICOM and WCI be cancelled.

The Consolidation is in the public interest. It will permit the Joint Parties to continue providing existing services at just and reasonable rates and will neither alter this Commission’s authority to regulate services nor adversely affect the competitiveness of the State’s telecommunications markets. The Consolidation will be transparent to customers and it will enhance the Joint Parties’ ability to provide services in Washington through a more efficient process.

¹ At the time of this filing Allstream has filed a similar application in Minnesota. The Minnesota Commission recently approved the Consolidation, with certain reasonable conditions. See MN PUC Docket No. P5643,P5423,P5340/PA-17-664. All filings associated with this docket can be obtained from the Minnesota e-dockets system: <https://www.edockets.state.mn.us/EFiling/edockets/searchDocuments.do?method=showeDocketsSearch&showEdocket=true>. The Joint Parties have also made filings in multiple other states.

Description of the Parties

The Joint Parties are subsidiaries of Allstream Business US, Inc. (formerly known as Electric Lightwave Holdings, Inc.), an Oregon corporation with its principal offices at 18110 SE 34th Street; Building One, Suite 100; Vancouver, Washington 98683. Allstream functions solely as a holding company, and does not serve customers. Through its wholly owned subsidiaries, Allstream owns and operates a number of entities that provide telecommunications services primarily in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah, and Washington. Allstream's operating entities provide a broad range of communication and networking services to businesses, wholesale carriers, web content providers, government organizations, and educational institutions. These services include but are not limited to facilities-based local, resold long distance, Internet, broadband transport and data services. Allstream is a subsidiary of Zayo Group, LLC, wholly owned by Zayo Group Holdings, Inc. ("Holdings"). Holdings is a publicly traded Delaware corporation (NYSE: ZAYO), and has no majority owner.

In Washington, the Joint Parties hold the following authorizations:

1. Integra, an Oregon corporation, is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to authority granted in Docket No. UT-970032 and amended in Docket Nos. UT-971128 and UT-970874, and was granted competitive classification in Docket No. UT-970874.
2. Eschelon, a Minnesota corporation, is authorized to provide local exchange and interexchange telecommunications services as a telecommunications company with competitive classification granted in Docket No. UT- 970538.
3. Electric Lightwave, a Delaware limited liability company, is authorized to provide interexchange private line or special access, intraexchange dark fiber, services, and intrastate interexchange switched telecommunications services pursuant to authorization granted in Docket No. UT-970032, as amended in Docket. Nos. UT- 971128 and UT-970874, and was granted competitive classification in Docket No. UT- 970874.
4. Advanced TelCom, a Delaware corporation, is authorized to provide authorized intrastate telecommunications services pursuant to its registration as a telecommunications company with competitive classification granted in Docket No. UT- 981279.
5. SCS, an Oregon corporation, is authorized to provide authorized intrastate telecommunications services pursuant to its registration as a telecommunications company with competitive classification granted in Docket No. UT-931389, as amended in Docket No. UT-971019.
6. Oregon Telecom, an Oregon corporation, is authorized to provide authorized intrastate telecommunications services pursuant to its registration as a telecommunications company with competitive classification granted in Docket No. UT-020811.
7. UNICOM, an Oregon corporation, is authorized to provide authorized intrastate telecommunications services pursuant to its registration as a telecommunications company with competitive classification granted in Docket No. UT-960466 (as amended).

8. WCI, a Washington corporation, is authorized to provide resold and facilities-based local service, resold interexchange service, and intrastate telecommunications services as a telecommunications company with competitive classification pursuant its registration granted in Docket No. UT-950810 (as amended).

Contacts

For the purposes of this filing, the contact is as follows:

Douglas Denney
Vice President, Costs & Policy
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Description of the Transaction

As illustrated in Exhibit A, Allstream is a holding company owned by Zayo. Electric Lightwave, Integra, and WCI are operating entities in Washington and wholly-owned subsidiaries of Allstream. In addition, Eschelon Telecom, Inc. is a holding company that is owned by Allstream and owns the operating entities of Eschelon, Oregon Telecom, UNICOM, and Advanced. Advanced owns the operating entity SCS. Under the proposed consolidation, the assets, liabilities and operations of the Joint Parties will merge, with the surviving operating entity being Electric Lightwave, LLC and the surviving holding company being Allstream Business, US, Inc. There will be no change in the ultimate ownership and control of assets, liabilities or operations of the consolidated companies.

As explained above, this merger is entirely internal. Allstream, which is and will remain the holding company of Electric Lightwave, will retain complete indirect ownership and control of the assets and operations used to provide regulated services in the State of Washington. The merger requires no new financing or re-financing and, therefore, will have no impact on the Company's ability to raise, or its cost of, necessary capital.

The merger will be seamless and transparent to Washington customers. There will be no change in the rates or terms and conditions under which Allstream currently serves customers as a result of the merger. Once the merger is complete, the same personnel who manage these services will continue to do so and there will be no change in the network assets used to provide these services.

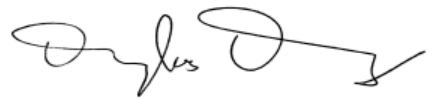
Customers will not notice any changes as a result of the consolidation. Customer's contracts, rates, terms, services and bills will not change as a result of the Consolidation. The Consolidation will be completely transparent to customers, thus, no notice to the customer will be required.

When concluded, this merger will result in a more streamlined corporate structure that will enable the Company to: realize the administrative efficiencies incident to a less complex and more flexible corporate structure; reduce the cost of maintaining multiple entities; and enable a greater ability to compete in the highly competitive telecommunications service market.

CONCLUSION

For the foregoing reasons, the Joint Parties believe that public interest, convenience and necessity would be furthered by the Consolidation. The Joint Parties will notify the Commission once the Consolidation is complete.

Respectfully submitted,

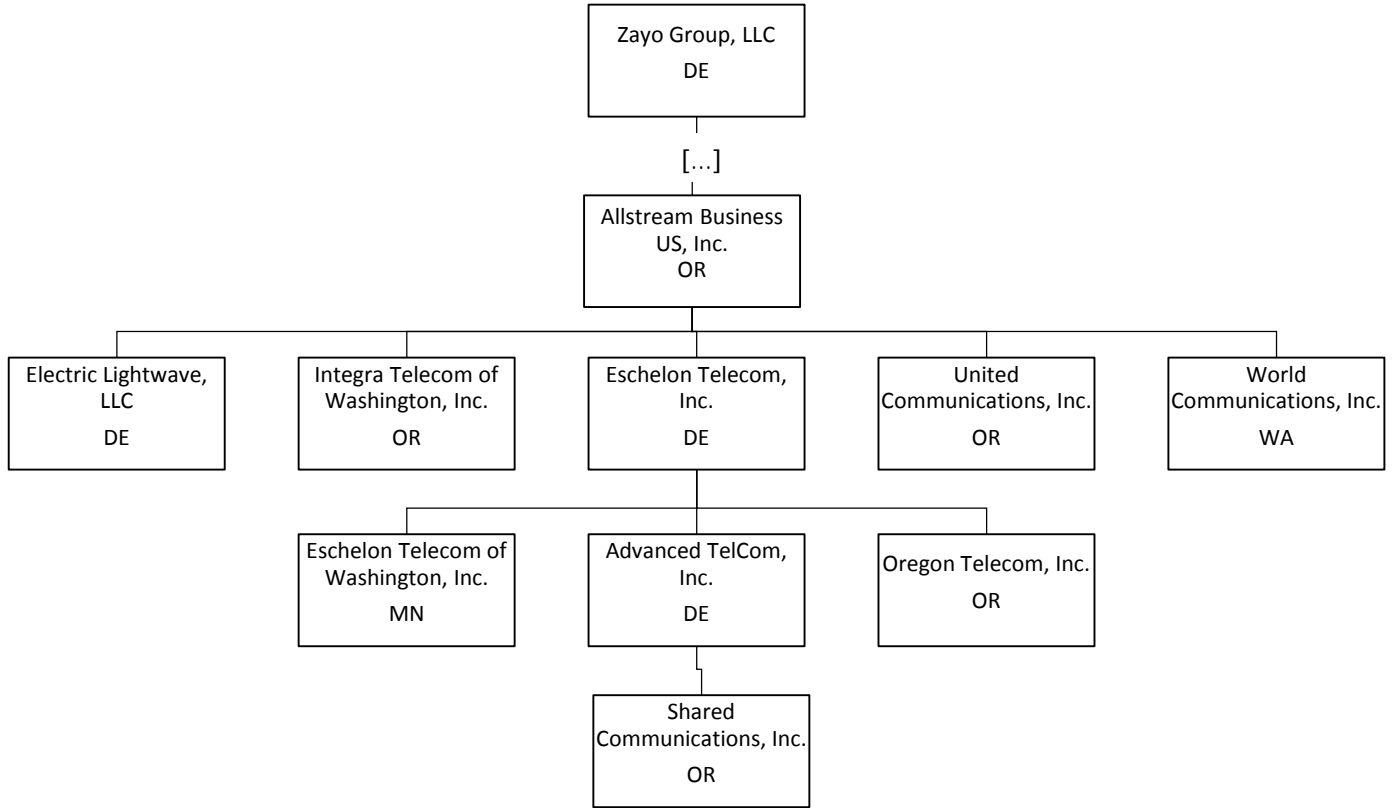
A handwritten signature in black ink, appearing to read "Douglas Denney", is enclosed in a thin black rectangular box. The signature is fluid and cursive.

Douglas Denney
Vice President, Costs & Policy

Filed this 1st day of November 2017.

EXHIBIT A

Allstream Entities in Washington Prior to Consolidation



Allstream Entities in Washington Post Consolidation

