

William J. Evans (5276)
Parsons Behle & Latimer
201 South Main Street, Suite 1800
Salt Lake City, UT 84111
801-532-1234 (tel)
801-536-6111 (fax)
bevans@parsonsbehle.com

Counsel for Applicants

**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

Joint Application of

**Electric Lightwave Parent, Inc.,
Electric Lightwave, LLC,
Eschelon Telecom of Utah, Inc., and
Integra Telecom of Utah, Inc.**
and

Zayo Group, LLC

for Approval to Transfer Indirect Control of
Licensees to Zayo Group, LLC

JOINT APPLICATION

Docket No. _____

JOINT APPLICATION

Electric Lightwave Parent, Inc. (“EL Parent”); Electric Lightwave, LLC (“Electric Lightwave”); Eschelon Telecom of Utah, Inc. (“Eschelon”); Integra Telecom of Utah, Inc. (“Integra”) (Electric Lightwave, Eschelon and Integra collectively, the “Licensees”); and Zayo Group, LLC (“Zayo”) (collectively, the “Applicants”), by undersigned counsel and pursuant to Utah Code Ann. §§ 54-4-28 & 54-4-29 and the rules of the Public Service Commission of Utah

(“Commission”), including R746-349-7, hereby request Commission approval to complete the transfer of indirect control of Licensees to Zayo.

Applicants submit that the approval requested by this Application is in the public interest and should be granted as soon as possible. The parties are targeting completion of the corporate steps resulting in the transfer of indirect control within approximately 60 days of signing the Agreement (as defined below).

In support of this Joint Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Zayo Group, LLC

Zayo is a Delaware limited liability company with principal offices at 1805 29th Street, Boulder, Colorado 80301. Zayo is a wholly owned subsidiary of Zayo Group Holdings, Inc. (“Holdings”), a publicly traded Delaware corporation (NYSE: ZAYO). Holdings has no majority owner.

Zayo is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over regional and metropolitan fiber networks. These services enable customers to manage, operate, and scale their telecommunications and data networks. Such customers consist primarily of wireless service providers, national and regional telecommunications carriers and other communications service providers, media and content companies, schools, hospitals, governments, banks and other bandwidth-intensive enterprises.

In Utah, Zayo is authorized to provide local exchange and interexchange services pursuant to Certificate No. 2536 granted in Docket No. 11-2536-01 on March 3, 2011. Zayo is also authorized by the FCC to provide domestic and international telecommunications services. Additional information concerning Zayo’s legal, technical, managerial and financial qualifications

has been submitted to the Commission with various prior filings with respect to Zayo's certification and various transactions and is therefore already a matter of public record.¹ Zayo requests that the Commission take official notice of these existing descriptions of Zayo's qualifications and incorporate them by reference herein. Zayo's financial qualifications are demonstrated by Zayo's consolidated financial statements on its most recent SEC Form 10-K, which are available at http://hsprod.investis.com/ir/zayo3/jsp/sec_index.jsp?ipage=11113513.

B. EL Parent and Licensees

Electric Lightwave Parent, Inc. is a privately held Delaware corporation with principal offices at 18110 SE 34th Street; Building One, Suite 100; Vancouver, Washington 98683. EL Parent functions as a holding company and does not provide telecommunications in its own right. Through its wholly owned subsidiaries, EL Parent owns and operates a number of telecommunications providers that operate primarily in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah, and Washington. EL Parent's subsidiaries provide a broad range of communication and networking services primarily to business customers, wholesale carriers, web content providers, government organizations, and educational institutions. These services include but are not limited to facilities-based, integrated, resold and facilities-based local exchange, resold long distance, Internet, broadband transport and data services. EL Parent operates an extensive network with access to over 12,500 fiber miles and over 3,200 fiber-lit buildings.

In Utah, Licensees hold the following authorizations:

¹ See *e.g.*, Docket Nos. 12-2536-02 (acquisition of AboveNet); 12-2536-02 (*pro forma* consolidation); & 11-2536-02 (acquisition of 360networks).

1. Electric Lightwave LLC, a Delaware limited liability company, is authorized to provide local exchange and interexchange services pursuant to a Certificate granted by the Commission in Docket No. 94-2202-01 on August 16, 1995, as amended on August 16, 1996.

2. Integra Telecom of Utah, Inc., an Oregon corporation, is authorized to provide local exchange and interexchange services pursuant to Certificate granted by the Commission in Docket No. 99-2299-01 on April 21, 2000.

3. Eschelon Telecom of Utah, Inc., d/b/a Integra Telecom, a Minnesota corporation, is authorized to provide local exchange and interexchange services pursuant to Certificate No. 2263, granted by the Commission in Docket No. 01-2263-01 on October 4, 2001.

II. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this Application should be directed to Applicants' counsel of record:

William J. Evans
Parsons Behle & Latimer
201 South Main Street, Suite 1800
Salt Lake City, UT 84111
801-532-1234 (tel)
801-536-6111 (fax)
bevans@parsonsbehle.com

With a copy to:

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

and:

Wendy Cassity, General Counsel
Zayo Group
Gregg Strumberger, General Counsel
Zayo Canada
1805 29th St., Suite 2050
Boulder, CO 80301
wendy.cassity@zayo.com
gregg.strumberger@zayo.com

and:

Douglas Denney
Vice President, Costs & Policy
Electric Lightwave
18110 SE 34th St
Building One, Suite 100
Vancouver, WA 98683
dkdenney@electriclightwave.com

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Agreement and Plan of Merger, dated as of November 29, 2016, by and among Zayo, ZELMS, Inc. (a direct, wholly owned subsidiary of Zayo created for purposes of the merger) (“Merger Sub”), EL Parent and Fortis Advisors LLC, as the Equityholder Representative (the “Agreement”), Zayo will acquire all of the outstanding equity interests in EL Parent (the “Transaction”). Specifically, Merger Sub will merge with and into EL Parent, whereupon the separate existence of Merger Sub will cease and EL Parent will be the surviving corporation. As a result, EL Parent will become a direct, wholly owned subsidiary of Zayo. Licensees will remain indirect subsidiaries of EL Parent and, therefore, Licensees will become indirect subsidiaries of Zayo. Diagrams depicting the pre- and post-Transaction corporate ownership structures are appended hereto as Exhibit A.

Zayo is managerially, technically, and financially well-qualified to complete the Transaction. As noted above, Zayo and its subsidiaries currently provide telecommunications services in the District of Columbia and the 48 continental states, including Utah. For additional detail on the financial and managerial qualifications of Zayo see www.zayo.com. Licensees will therefore continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services to consumers in Utah supported by experienced Zayo management. Licensees will also be supported by the financial resources of Zayo.

IV. INFORMATION REQUIRED BY R746-349-7

Pursuant to R746-349-7, Applicants provide the following information:

a. identification that it is not an ILEC,

Applicants confirm that none of the Applicants or their affiliates is an ILEC in Utah.

b. identification that it seeks approval of the application pursuant to this rule,

Applicants confirm that they seek approval of the application pursuant to the informal adjudication process set forth in R746-349-7.

c. a reasonably detailed description of the transaction for which approval is sought,

A detailed description of the Transaction is provided in Section III, above.

d. a copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction

Applicants and/or their affiliates will file applications with the FCC seeking authority for a transfer of control of domestic and international Section 214 applications. A copy of the combined domestic and international Section 214 application will be filed with the Utah Commission after it is submitted to the FCC. In connection with this Transaction, Applicants and/or their affiliates also expect to request approval for the Transaction from the utility regulatory agencies (“PUCs”) in the following states in addition to Utah: California, Colorado, Georgia, Hawaii, Indiana, Louisiana, Minnesota, Mississippi, New York, Pennsylvania, and Texas. Due to the voluminous nature of these state filings, most of which contain the same basic information, Applicants have only attached as Exhibit B a copy of the New York filing requesting approval. Applicants will also provide notice to the PUCs in the following jurisdictions: Delaware, Idaho, Kentucky, Massachusetts, Montana, Nevada, New Mexico, and Washington. Due to the voluminous and repetitive nature of the notices

to be sent to the PUCs, Applicants have not included copies of the notice filings. Applicants will provide any additional filings or notices at the request of the Commission or the parties to this docket.

- e. **copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the application.**

Applicants have not yet received any notices, correspondence or orders from any federal agency or PUC reviewing the Transaction. Applicants will forward any orders or similar actions approving or denying approval of the Transaction as they become available.

V. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the Transaction described herein will serve the public interest. As part of Zayo, Licensees will continue to provide high-quality telecommunications services to consumers while gaining access to the additional resources and operational expertise of Zayo. Licensees will also benefit by being able to offer services to multi-location business and enterprise customers across a larger footprint in combination with Zayo. The network of EL Parent and its subsidiaries, including Licensees, complements Zayo's network and the acquisition will increase Zayo's existing fiber footprint. Approval of the Transaction also will serve the public interest in promoting competition among telecommunications carriers by providing Licensees with access to greater financial resources that will allow them to combine their operations and thereby become more effective competitors to larger incumbent telecommunications providers. In essence, the Transaction will make Licensees and Zayo stronger competitors and thereby benefit consumers.

The Transaction described herein will not result in a change of carrier for any customers or any assignment of existing Commission authorizations. Further, the rates, terms and conditions of services currently provided by Licensees to their customers will not change as a result of the

Transaction. Accordingly, the Transaction will be seamless to customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing. The only immediate change resulting from the Transaction will be that the Licensees will be ultimately owned by Zayo.

VI. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Application, authorizing Applicants to complete the Transaction described herein.

Respectfully submitted this 2nd day of December, 2016.

/s/ William J. Evans

William J. Evans (5276)
Parsons Behle & Latimer
201 South Main Street, Suite 1800
Salt Lake City, UT 84111
Tel: (801) 532-1234
Fax: (801) 536-6111
bevans@parsonsbehle.com

Counsel for Applicants

LIST OF EXHIBITS

Exhibit A Diagrams of the Pre- and Post-Transaction Corporate Ownership Structures

Exhibit B Copy of New York Petition

Verifications