

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

\* \* \*

IN THE MATTER OF THE )  
JOINT APPLICATION OF )  
ZAYO GROUP, LLC AND ) DOCKET NO. 10-2353-01  
AMERICAN FIBER SYSTEMS, )  
INC. FOR APPROVAL OF THE )  
INDIRECT TRANSFER OF )  
CONTROL OF AMERICAN FIBER )  
SYSTEMS, INC. TO ZAYO )  
GROUP, LLC )  
)

---

TRANSCRIPT OF HEARING PROCEEDINGS

---

HELD AT: Public Service Commission  
160 East 300 South, Room 451  
Salt Lake City, Utah

DATE: August 31, 2010

TIME: 9:11 a.m.

REPORTED BY: RENEE L. STACY, CSR, RPR

A P P E A R A N C E S

**ADMINISTRATIVE LAW JUDGE:**

RUBEN ARREDONDO

**FOR ZAYO GROUP:**

BRETT FERENCHAK (by phone)  
Attorney at Law  
BINGHAM McCUTCHEN

**FOR THE DIVISION OF PUBLIC UTILITIES:**

MICHAEL GINSBERG  
Assistant Attorney General  
OFFICES OF THE UTAH ATTORNEY GENERAL  
160 East 300 South  
Fifth Floor  
Post Office Box 140857  
Salt Lake City, UT 84114-0857

1 August 31, 2010

2 9:11 a.m.

3  
4 P R O C E E D I N G S

5 THE COURT: Okay. We're here in the matter  
6 of the joint application of Zayo Group, LLC and  
7 American Fiber Systems, Inc. for approval of the  
8 indirect transfer of control of the American Fiber  
9 Systems Inc. to Zayo Group, LLC, Docket Number  
10 10-2353-01.

11 I'm Reuben Arredondo, the ALJ assigned to  
12 hear this matter.

13 If we could take appearances, beginning  
14 with Mr. Ferenchak, please.

15 MR. FERENCHAK: Yes. This is Brett,  
16 B-R-E-T-T, Ferenchak. I'm with the law firm Bingham  
17 McCutchen, and I'm here on behalf of Zayo Group. And  
18 I need to move again to represent as an attorney  
19 licensed in a foreign state again, pursuant to Rule  
20 746-100-6.

21 THE COURT: Okay. Mr. Ferenchak has moved  
22 for his admission for this instant matter, and we'll  
23 approve that motion.

24 And you have a witness as well,  
25 Mr. Ferenchak?

1 MR. FERENCHAK: Yes. I have Bruce  
2 Frankeiwich on the line.

3 THE COURT: Okay. Thank you.

4 MR. FRANKEIWICH: Good morning.

5 THE COURT: Good morning, Mr. Frankeiwich.

6 And if we could take appearances of the  
7 Division, please.

8 MR. GINSBERG: Michael Ginsberg.

9 MR. FRANKEIWICH: I'm sorry. I couldn't  
10 hear you.

11 MR. GINSBERG: Can you hear me now?

12 MR. FRANKEIWICH: Yes.

13 MR. GINSBERG: My name is Michael Ginsberg,  
14 representing the Division of Public Utilities, and  
15 with me is Ron Slusher, who prepared the July 29th  
16 Division memorandum.

17 THE COURT: Thank you. The July 29th  
18 memorandum Mr. Slusher prepared; is that correct  
19 Mr. Ginsberg?

20 MR. GINSBERG: Yes.

21 THE COURT: And would his -- would you  
22 proffer that his recommendation would be the same  
23 today at this hearing?

24 MR. GINSBERG: Yes. If he was called as a  
25 witness, his -- he would outline the investigation

1 that he did and basically review what was in the  
2 memorandum, which recommended approval of this.

3 THE COURT: Thank you. Just to note, the  
4 Commission issued a public notice and notice of  
5 hearing on August 11th, 2010, and there's been no  
6 objections lodged against the granting of this  
7 application. That being the case, the Commission  
8 will presume that the granting of the application is  
9 in the public interest and will issue an order  
10 approving an indirect transfer of control.

11 Anything else you want to add,  
12 Mr. Ferenchak?

13 MR. FERENCHAK: No, your Honor.

14 THE COURT: Okay. Thank you very much.

15 MR. FERENCHAK: Thank you.

16 (Whereupon the taking of the hearing was  
17 concluded at 9:14 a.m.)

18 \* \* \* \*

19

20

21

22

23

24

25

STATE OF UTAH                    )  
  )     ss.  
COUNTY OF SALT LAKE        )

I, RENEE L. STACY, Certified Shorthand Reporter, Registered Professional Reporter and Notary Public for the State of Utah, certify:

That the foregoing transcript, consisting of Pages 1 to 5, was stenographically reported by me at the time and place hereinbefore set forth; that the same was thereafter reduced to typewritten form, and that the foregoing is a true and correct transcript of those proceedings.

I further certify that I am neither counsel for nor related to any party to said action nor in anywise interested in the outcome thereof.

IN WITNESS WHEREOF, I have subscribed my name and affixed my seal this 8th day of September, 2010.

-----  
RENEE L. STACY, CSR, RPR  
Notary Public in and for the  
County of Salt Lake, State of Utah

My Commission Expires:

November 9, 2011