

Jean L. Kiddoo
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December 7, 2012

Via Overnight Courier

Julie P. Orchard, Commission Secretary
Utah Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, Utah 84111

Re: Joint Application of 360networks (USA) inc., American Fiber Systems, Inc. and Zayo Group, LLC for Approval of Certain Pro Forma Intra-Corporate Transactions

Dear Mr. Dean:

On behalf of 360networks (USA) inc., American Fiber Systems, Inc. and Zayo Group, LLC (collectively, the "Applicants"), enclosed for filing are an original and eight (8) copies of the above-referenced Application. Also enclosed is CD-ROM containing an electronic version of the Application in MSWord and PDF formats.

Please date-stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo
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Counsel for Applicants

**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

Joint Application of

**360networks (USA) inc.,
American Fiber Systems, Inc.
and
Zayo Group, LLC**

for Approval of Certain *Pro Forma* Intra-
Corporate Transactions

JOINT APPLICATION

Docket No. _____

JOINT APPLICATION

360networks (USA) inc. (“360networks”), American Fiber Systems, Inc. (“AFS”) and Zayo Group, LLC (“Zayo”) (collectively, the “Applicants” or the “Company”), 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 approval, to the extent necessary, for Applicants to complete certain *pro forma* intra-company transactions that will result in the assets and customers of 360networks and AFS moving to Zayo (the “*Pro Forma* Transactions”).¹ As described in more detail below, the

¹ The Commission was previously notified of the transfer of wholesale voice services and assets currently held by 360network to Onvoy, Inc. See Docket Nos. 11-2289-01 & 11-2289-02. Applicants still expect to complete that transaction, either concurrently with or after the *Pro Forma* Transactions. To the extent necessary, Applicants and Onvoy seek approval to move certain wholesale voice services and assets, currently owned by 360networks, from the Company to Onvoy.

Transactions will be accomplished through (1) the roll-up of 360networks and AFS into Zayo through a series of *pro forma* mergers, with Zayo as the surviving entity, and/or (2) the *pro forma* assignment of the assets and customers of 360networks and AFS to Zayo followed by the series of *pro forma* mergers described in (1). The Transaction is part of a series of intra-company transactions that will simplify the corporate structure of Zayo and align the portions of the business of 360networks and AFS more closely with the business structure of Zayo. Subject to receipt of applicable regulatory approvals, Applicants propose to complete the *pro forma* intra-company transactions as soon as possible and no later than January 30, 2013.

Applicants also request that the Commission cancel the Certificates, tariffs, and performance bonds of AFS and 360networks effective upon notification by Applicants that the *Pro Forma* Transactions have been completed.

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

I. INTRODUCTION

Since the time that it completed a *pro forma* intra-company consolidation in 2011, Zayo has acquired a number of additional existing communications businesses, including 360networks and AFS. As a result of these acquisitions, the corporate structure of Zayo, has again become overly complex, with numerous operating entities, many of whose services overlap. Through the consolidation of those entities, Zayo will greatly simplify its corporate structure and reduce the reporting and accounting burdens of Zayo (and the regulatory Commissions who receive such reports) and provide operational efficiencies.

II. DESCRIPTION OF THE APPLICANTS

Zayo is a Delaware limited liability company with principal offices at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. 360networks, a Nevada corporation, and AFS, a Delaware corporation, are wholly owned indirect subsidiaries of Zayo Group. Zayo Group is a

wholly-owned direct subsidiary of Zayo Group Holdings, Inc. (“Holdings”), a Delaware corporation, which in turn is a wholly owned direct subsidiary of Communications Infrastructure Investments, LLC (“CII”), a Delaware limited liability company. CII has no majority owner.

In Utah, Zayo holds Certificate No. 2536 to provide local exchange and interexchange telecommunications service granted in Docket No. 11-2536-01; American Fiber Systems, Inc. (“AFS”), a wholly-owned subsidiary of Zayo, is authorized to provide dedicated facilities-based and resold local exchange, facilities-based interexchange and private line services pursuant to certificates granted in Docket No. 00-2353-01; and 360networks (USA) inc. (“360networks”) is authorized to provide local exchange and interexchange telecommunications services pursuant to certificates granted in Docket No. 99-2289-01. Zayo, AFS and 360networks are also authorized by the FCC to provide domestic and/or international telecommunications services.

Additional information concerning the Company’s legal, technical, managerial and financial qualifications was submitted to the Commission in connection with various Applicants’ certification applications and various corporate and financial transactions and is therefore already a matter of public record. Applicants request that the Commission take notice of these descriptions of the Company’s qualifications and incorporate them by reference herein. In support of its financial qualifications, the Company’s financial statements from its most recent SEC Form 10-Q is available at http://www.zayo.com/sites/default/files/Zayo_FY3Q2012_10-Q_0.PDF.

II. DESIGNATED CONTACTS

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

For Applicants:

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With copies to:

Scott E. Beer, General Counsel
Jill Sandford, Associate General Counsel
Zayo Group, LLC
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III. DESCRIPTION OF THE *PRO FORMA* TRANSACTIONS

In order to simplify its corporate structure, Zayo is undertaking certain *pro forma* intra-company transactions that will result in customers and assets moving from AFS and 360networks to Zayo.² Depending on the timing of various state regulatory approvals, the *Pro Forma* Transactions will be accomplished by (1) the roll-up of 360networks and AFS into Zayo through a series of *pro forma* mergers, with Zayo as the surviving entity (i.e. its merging subsidiaries will cease to exist as separate corporate entities); and/or (2) the *pro forma* assignment of assets and customers of 360networks and/or AFS to Zayo, followed by the series of *pro forma* mergers. Ultimately, Zayo will be the Company entity that provides of telecommunications services throughout the United States. Diagrams illustrating the organizational structure of the corporation before and after the *Pro Forma* Transactions are provided in Exhibit A.

The proposed *Pro Forma* Transactions will not result in any changes to the services received by customers, including rates, terms and conditions of service. Each customer's service will be assigned to Zayo pursuant to terms of that customer's service contract that permit assignment to affiliates and/or pursuant to the customer's authorization. In addition, each of the

² Although the Applicants do not believe that the Commission's Slamming Rules were intended to cover a transfer of the type of customer at issue here, to the extent required, the Applicants request a waiver of the Commission's Slamming Rules.

affected customers will receive notice of the Transaction that affect their service. A sample of the notice that will be sent to customers is provided as Exhibit B.

V. REQUEST TO CANCEL THE CERTIFICATES AND ASSOCIATED TARIFFS OF 360NETWORKS AND AFS

Following the Transaction, 360networks and AFS will no longer provide telecommunications services in Utah and ultimately will cease to exist as corporate entities. Therefore, Applicants request that, effective upon notification from Applicants that the *Pro Forma* Transactions have been completed, the Commission cancel the Certificates and tariffs of 360networks and AFS. Further, Applicants request that the Commission return and permit cancellation of any bond or letter of credit (or similar security) that 360networks and AFS may have provided in connection with their Certificates.

IV. INFORMATION REQUIRED BY R746-394-7

Pursuant to R746-394-7, 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, only to the extent necessary for the *Pro Forma* Transaction, pursuant to the informal adjudication process set forth in this rule.

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

A detailed description of the *Pro Forma* Transactions 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, and

In connection with this *Pro Forma* Transactions, Applicants and/or their affiliates also expect to request approval for the *Pro Forma* Transactions from the utility regulatory agencies (“PUCs”) in the following states in addition to Utah: Arizona, California, Colorado, District of

Columbia, Georgia, Maryland, Minnesota, Nebraska, New Jersey, New York, Ohio, Oregon, Pennsylvania, South Dakota, Virginia and West Virginia.. Due to the voluminous nature of these state filings, most of which contain the same basic information, Applicants have only attached as Exhibit C a copy of the Minnesota filing requesting approval. Applicants are also providing pre-closing written or verbal notice to the PUCs in the other states: Connecticut, Florida, Idaho, Illinois, Iowa, Kansas, Massachusetts, Michigan, Missouri, Montana, Nevada, New Hampshire, New Mexico, North Dakota, Tennessee, Texas, Washington and Wyoming. Due to the voluminous and repetitive nature of the notices to be sent to these PUCs, Applicants have not included copies of the notice filings. Applicants will provide any additional filings at the request of the Commission. Applicants are not required to obtain prior approval from the FCC for the *Pro Forma* Transactions, but will file a notification upon completion.

- 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. To the extent requested by the Commission, Applicants will forward any orders or similar actions approving or denying approval of the Transaction.

V. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the *pro forma* intra-company transactions described herein are in the public interest. The *Pro Forma* Transactions will simplify the Company's existing corporate structure and thereby reduce its reporting and accounting burdens and provide other operational efficiencies. As a result of the efficiencies and focus, the Company will become a stronger competitor to the ultimate benefit of consumers. Furthermore, the *Pro Forma* Transactions will be virtually transparent to customers and will not result in any change in their services. Since all affected customers are already familiar with, and are receiving invoices including the "Zayo" brand, the *Pro Forma* Transactions will not result in customer confusion. Moreover, the rates,

terms and conditions of their services will not change as a result of these purely intra-company transactions.

Finally, all of Zayo's subsidiaries, including Applicants, have the same corporate officers. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the customers affected by the Transaction.

VI. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Application, to the extent necessary, authorizing Applicants to complete the *Pro Forma* Transactions as described herein. Applicants also request that the Certificates and tariffs of 360networks and AFS be cancelled effective upon notification by Applicants that the *Pro Forma* Transactions completed. Further, Applicants request that the Commission return and permit cancellation of any bond or letter of credit (or similar security) that 360networks and AFS may have provided in connection with their Certificates.

Respectfully submitted,



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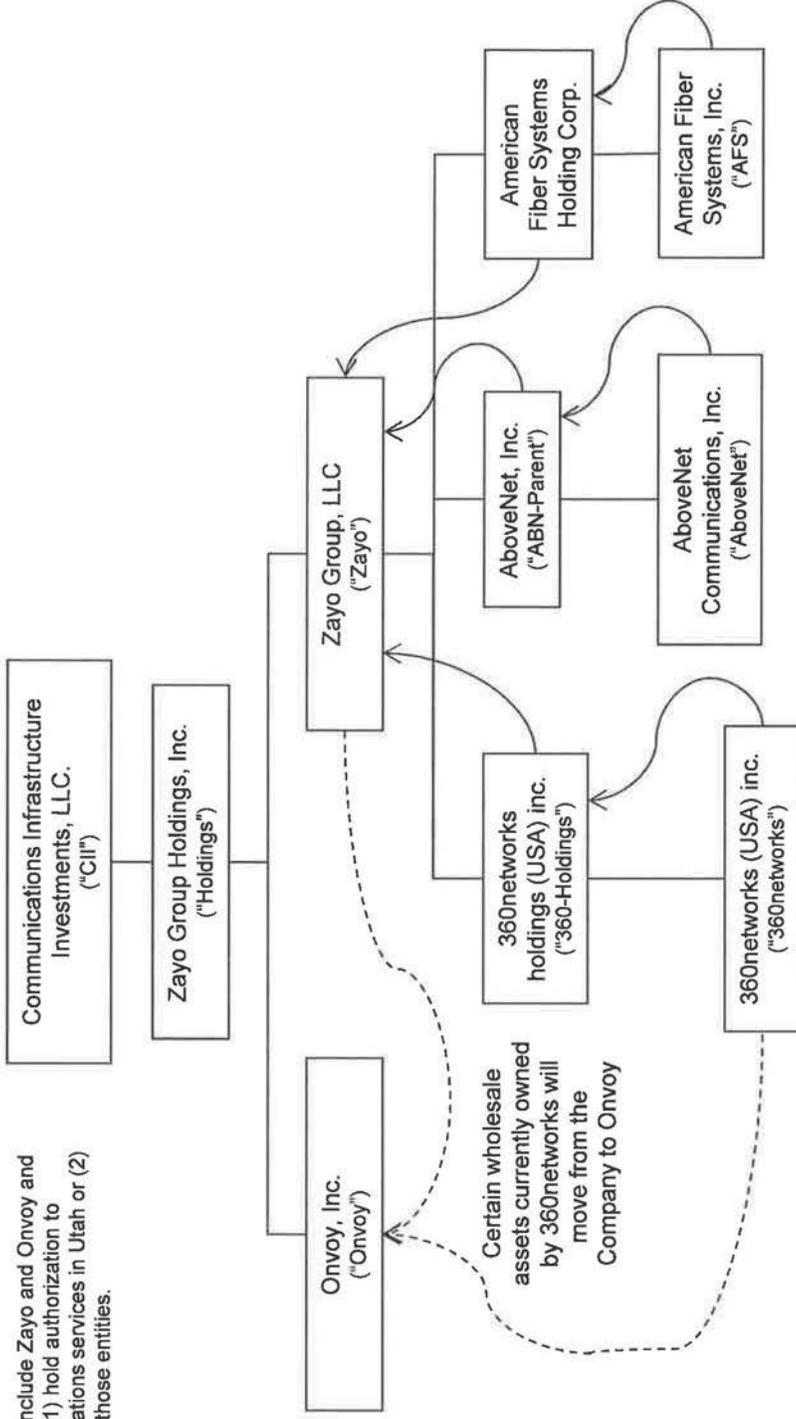
Counsel for Applicants

Dated: December 7, 2012

EXHIBIT A

Diagrams of the Pre- and Post-*Pro Forma* Intra-Company Transactions
Corporate Organization Structure of the Applicants

Corporate Organizational Structure of Zayo and Onvoy Before the Pro Forma Transactions

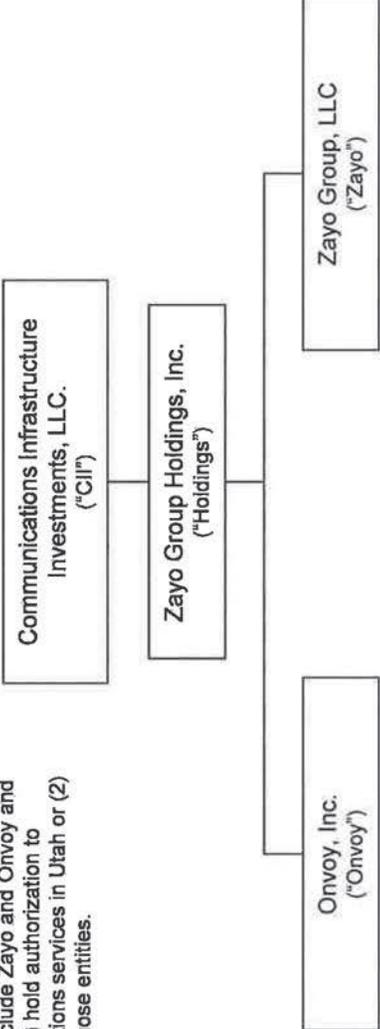


* The entities listed herein only include Zayo and Onvoy and those subsidiaries of Zayo that (1) hold authorization to provide intrastate telecommunications services in Utah or (2) are in the chain of ownership of those entities.

Unless otherwise indicated all ownership percentages are 100%.

Corporate Organizational Structure of Zayo and Onvoy After the *Pro Forma* Transactions

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



Unless otherwise indicated all ownership percentages are 100%.

EXHIBIT B

Sample Customer Notice

The applicable affected customers will receive notice of the *Pro Forma* Transactions through a bill notation. The notice will be provided to customers in their bill issued at least 30 days prior to the *Pro Forma* Transactions. The text of the bill notation will be substantially similar to the following:

On or about [DATE], subject to receipt of any necessary regulatory approvals, Zayo Group, LLC will undertake an internal corporate consolidation. Thus, the Zayo corporate entity that will provide your telecommunications services will be Zayo Group, LLC. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal consolidation. There is no charge associated with this change. You will receive a bill from Zayo and we will continue to resolve any issues you may have with your account or service using the same customer service number: 1-866-236-2824.

We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this internal consolidation will enhance our ability to serve you. Zayo looks forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

EXHIBIT C

Minnesota Application

Jean L. Kiddoo
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November 16, 2012

Via eFiling

Burl W. Haar, Executive Secretary
Minnesota Public Utilities Commission
121 Seventh Place East
Suite 350
St. Paul, MN 55101-2147

Re: Application of Zayo Group, LLC, 360networks (USA) inc., AboveNet Communications, Inc., American Fiber Systems, Inc. and Onvoy, Inc. for an Order Authorizing Certain *Pro Forma* Intra-Company Transactions

Dear Mr. Haar:

On behalf of Zayo Group, LLC, 360networks (USA) inc., AboveNet Communications, Inc., American Fiber Systems, Inc. and Onvoy, Inc. (collectively, the "Applicants"), attached for filing is the above-referenced Application.

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

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for Applicants

cc: Service List

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DAVID C. BOYD	COMMISSIONER
BETSY WERGIN	COMMISSIONER

**BEFORE THE STATE OF MINNESOTA
PUBLIC UTILITIES COMMISSION**

IN THE MATTER OF THE APPLICATION)
 OF ZAYO GROUP, LLC, 360NETWORKS)
 (USA) INC., ABOVE NET)
 COMMUNICATIONS, INC., AMERICAN)
 FIBER SYSTEMS, INC. AND ONVOY,)
 INC. FOR AN ORDER AUTHORIZING)
 CERTAIN *PRO FORMA* INTRA-)
 COMPANY TRANSACTIONS)

DOCKET NO: _____

**JOINT APPLICATION FOR APPROVAL OF
A *PRO FORMA* INTRA-COMPANY TRANSACTION**

Zayo Group, LLC (“Zayo”), 360networks (USA) inc. (“360networks”), AboveNet Communications, Inc. (“AboveNet”), American Fiber Systems, Inc., (“AFS” and together with Zayo, 360networks and AboveNet collectively, “Company”) and Onvoy, Inc. (“Onvoy”) (collectively, “Applicants”), pursuant to Minn. Stat. Section 237.74, subd. 12 and the rules of the Minnesota Public Service Commission (“Commission”), respectfully request Commission approval, to the extent necessary, for Applicants to complete certain *pro forma* intra-company transactions that, with respect to Applicants’ businesses in Minnesota, will result in (1) the assets and customers of 360networks, AboveNet and AFS moving to Zayo (the “Zayo *Pro Forma* Transactions”) and (2) certain wholesale voice services and assets, currently owned by 360networks, moving from the Company to Onvoy (the “Onvoy *Pro Forma* Transaction”) (together, the “*Pro Forma* Transactions”). As described in more detail below, the Zayo *Pro Forma* Transactions will be accomplished through (1) the roll-up of 360networks, AboveNet and

AFS into Zayo through a series of *pro forma* mergers, with Zayo as the surviving entity, and/or (2) the *pro forma* assignment of the assets and customers of 360networks, AboveNet and AFS to Zayo followed by the series of *pro forma* mergers described in (1). The *Pro Forma* Transactions are part of a series of intra-company transactions that will simplify the corporate structure of Zayo and align the portions of the business of 360networks, AboveNet and AFS more closely with the business structure of Zayo and Onvoy. Subject to receipt of applicable regulatory approvals, Applicants propose to complete the *pro forma* intra-company transactions as soon as possible and no later than January 30, 2013.

Applicants also request that the Certificates of Authority and tariffs of 360networks, AboveNet and AFS be cancelled effective upon notification by Applicants that the *Pro Forma* Transactions have been completed.

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

I. INTRODUCTION

Since the time that it completed a *pro forma* intra-company consolidation in 2011, Zayo has acquired a number of additional existing communications businesses, including 360networks and AboveNet. As a result of these acquisitions, the corporate structure of Zayo, has again become overly complex, with numerous operating entities, many of whose services overlap. Through the consolidation of those entities, Zayo will greatly simplify its corporate structure and reduce the reporting and accounting burdens of Zayo (and the regulatory Commissions who receive such reports) and provide operational efficiencies.

II. DESCRIPTION OF THE APPLICANTS

Zayo is a Delaware limited liability company with principal offices at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. 360networks is a Nevada corporation while AboveNet and AFS are Delaware corporations. 360networks, AboveNet and AFS are wholly

owned indirect subsidiaries of Zayo. Zayo is a wholly-owned direct subsidiary of Zayo Group Holdings, Inc. (“Holdings”), a Delaware corporation, which in turn is a wholly owned direct subsidiary of Communications Infrastructure Investments, LLC (“CII”), a Delaware limited liability company. CII has no majority owner.

The Company 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 Minnesota, Zayo holds a conditional certificate to provide local exchange and interexchange services and an operational certificate to provide local niche services granted in Docket No. P6854/NA-11-103. 360networks is authorized to provide local exchange and interexchange telecommunications services pursuant to certificates granted in Docket No. P-5816/NA99-1233. AboveNet is authorized to provide local niche telecommunications services pursuant to certificates granted in Docket No. P-5812/NA-99-1193 on November 15, 1999.¹ AFS is authorized to provide facilities-based and resold local exchange and interexchange services pursuant to certificates granted in Docket No. P-5980/NA-00-1519. Applicants are also authorized by the Federal Communications Commission (“FCC”) to provide domestic and/or international telecommunications services. Except for the wholesale voice services currently provided by 360networks that will move to Onvoy, the Company only provides private line services (and similar non-voice services) and does not provide any other voice services.

¹ The authorization was originally granted in the name of Metromedia Fiber Network Fiber Services, Inc., which subsequently changed its name to AboveNet.

Additional information concerning the Company's legal, technical, managerial and financial qualifications was submitted to the Commission in connection with various Applicants' certification applications and various corporate and financial transactions and is therefore already a matter of public record. Applicants request that the Commission take notice of these descriptions of the Company's qualifications and incorporate them by reference herein. In support of its financial qualifications, the Company's financial statements from its most recent SEC Form 10-Q is available at http://www.zayo.com/sites/default/files/Zayo_FY3Q2012_10-Q_0.PDF.

Onvoy is a corporation organized under the laws of the State of Minnesota whose principal address is 10300 6th Avenue North, Plymouth, Minnesota 55441. Onvoy is a wholly owned direct subsidiary of Holdings. Onvoy has been providing telecommunications since 1988. Onvoy provides wholesale local exchange, competitive tandem switching, transit and other access services to other carriers. In Minnesota, Onvoy is authorized to provide (1) competitive local exchange pursuant to a Certificate granted in Docket No. P-3039/EM-98-70 as amended in Docket Nos. P5728,3039/PA-98-1724, P-5728/M-99-1441, P-5728/M-02-1608 and P-5728/M-02-1825 and (2) interexchange telecommunications services pursuant to a Certificate granted in Docket No. P-3039/EM-98-70.² Additional information concerning Onvoy's legal, technical, managerial and financial qualifications was submitted to the Commission in connection its certification applications and is therefore already a matter of public record. Applicants request that the Commission take notice of these existing descriptions of Onvoy's qualifications and incorporate them by reference herein.

² The original Certificates were granted to Minnesota Independent Interexchange Corporation d/b/a MEANS Telecom ("MEANS"). In Docket No. P5728,3039/PA-00-336, the Commission approved the merger of MEANS into Onvoy and the resulting transfer of the Certificates to Onvoy.

III. DESIGNATED CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this Joint

Application should be directed to the following.

For Applicants:

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Jill Sandford, Associate General
Counsel
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IV. DESCRIPTION PRO FORMA TRANSACTIONS

In order to simplify its corporate structure, Zayo is undertaking certain *pro forma* intra-company transactions that will result in customers and assets moving from AboveNet and 360networks to Zayo.³ Depending on the timing of various state regulatory approvals, the Zayo *Pro Forma* Transactions will be accomplished by (1) the roll-up of 360networks and AboveNet into Zayo through a series of *pro forma* mergers, with Zayo as the surviving entity (i.e. its merging subsidiaries will cease to exist as separate corporate entities); and/or (2) the *pro forma* assignment of assets and customers of 360networks and/or AboveNet to Zayo, followed by the series of *pro forma* mergers. Ultimately, Zayo will be the Company entity that provides of telecommunications services throughout the United States. In addition to these Zayo *Pro Forma* Transactions, certain wholesale assets and services currently held by 360networks will be moved

³ Although the Applicants do not believe that the Commission's slamming rules were intended to cover a transfer of the type of customer at issue here, and under the circumstances presented (i.e., where the transfer will occur as part of an intra-company consolidation where ownership, control and management policies will remain the same), to the extent required, the Applicants request a waiver of the Commission's slamming rules.

to Zayo's affiliate, Onvoy. The assets involved in the Onvoy *Pro Forma* Transaction include facilities used to provide wholesale local exchange and long distance services as well as switched access services. Diagrams illustrating the organizational structure of the Company and Onvoy before and after the *Pro Forma* Transactions are provided in Exhibit A.

The proposed *Pro Forma* Transactions will not result in any changes to the services received by customers, including rates, terms and conditions of service. Each customer's service will be assigned to Zayo and Onvoy pursuant to terms of that customer's service contract that permit assignment to affiliates and/or pursuant to the customer's authorization. In addition, each of the affected customers will receive notice of the *Pro Forma* Transactions that affect their service. A sample of the notice that will be sent to customers that will become Zayo customers is provided as Exhibit B and a sample of the notice that will be sent to customers of the Company that will become Onvoy and/or Zayo customers is provided as Exhibit C.

V. REQUEST TO CANCEL THE CERTIFICATES AND ASSOCIATED TARIFFS OF 360NETWORKS, ABOVE NET AND AFS

AboveNet does not currently provide intrastate telecommunications services in Minnesota and, following the *Pro Forma* Transaction, 360networks and AFS will no longer provide telecommunications services in Minnesota and 360networks, AboveNet and AFS ultimately will cease to exist as corporate entities. Therefore, Applicants request that, effective upon notification from Applicants that the *Pro Forma* Transaction has been completed, the Commission cancel the Certificates of 360networks, AboveNet and AFS.

VI. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the *pro forma* intra-company transactions described herein are in the public interest. The *Zayo Pro Forma* Transactions will simplify the Company's existing corporate structure and thereby reduce its reporting and accounting burdens and provide other

operational efficiencies. As a result of the efficiencies and focus, the Company will become a stronger competitor to the ultimate benefit of consumers. The Onvoy *Pro Forma* Transaction will also align certain wholesale assets and services with an entity that focuses on that business to the benefit of the customers.

Furthermore, the *Pro Forma* Transactions will be virtually transparent to customers and will not result in any change in their services. Since all affected customers are already familiar with, and are receiving invoices including the “Zayo” brand, the *Zayo Pro Forma* Transactions will not result in customer confusion. Moreover, the rates, terms and conditions of their services will not change as a result of these purely intra-company transactions.

Finally, all of Zayo’s subsidiaries, including Applicants, have the same corporate officers. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the customers affected by the *Zayo Pro Forma* Transactions. Similarly, Onvoy’s officers and key personnel have the managerial qualification to provide telecommunications services to customers affected by the *Onvoy Pro Forma* Transaction.

VII. CONCLUSION

WHEREFORE, for the reasons set forth above, Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Application, authorizing Applicants to complete the *Pro Forma* Transactions as described herein. Applicants also request that the Certificates and tariffs of 360networks, AboveNet and AFS be cancelled effective upon notification by Applicants that the *Pro Forma* Transactions were completed.

Respectfully submitted,



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Counsel for Applicants

Dated: November 16, 2012

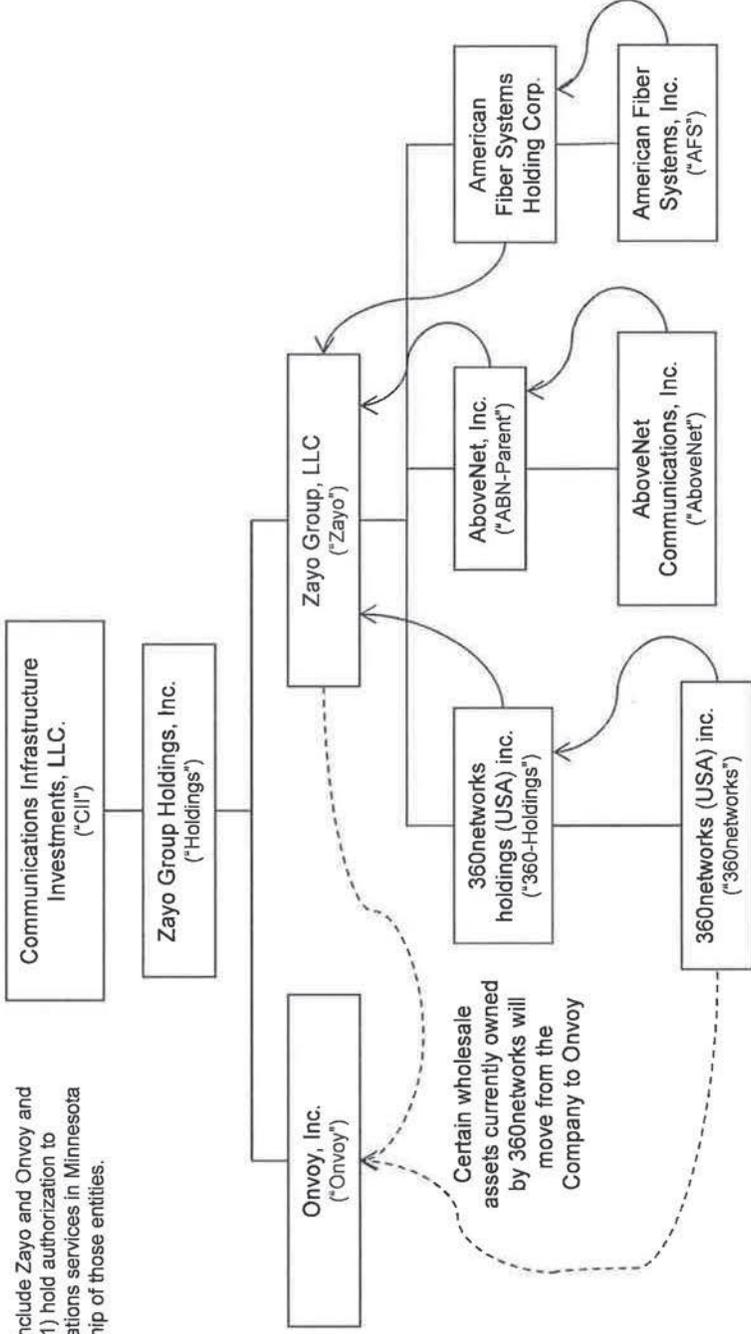
LIST OF EXHIBITS

Exhibit A	Diagrams of the Pre- and Post- <i>Pro Forma</i> Intra-Company Transactions Corporate Organization Structure of the Applicants
Exhibit B	Sample Customer Notice
Exhibit C	Sample Customer Notice
Verifications	

EXHIBIT A

Diagrams of the Pre- and Post-*Pro Forma* Intra-Company Transactions
Corporate Organization Structure of the Applicants

Corporate Organizational Structure of Zayo and Onvoy Before the Pro Forma Transactions

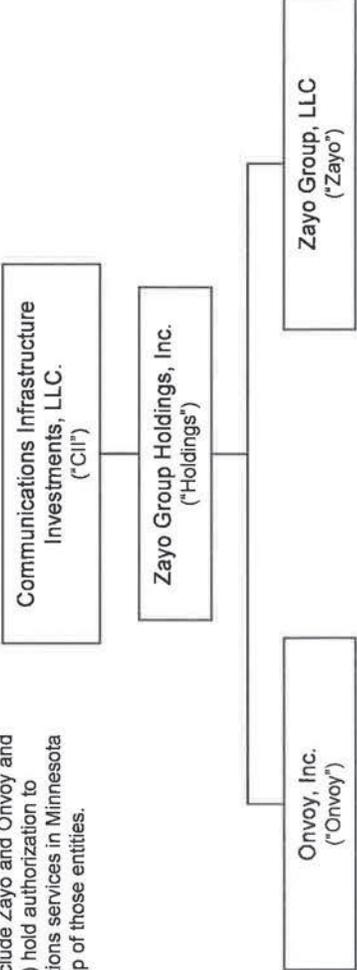


* The entities listed herein only include Zayo and Onvoy and those subsidiaries of Zayo that (1) hold authorization to provide interstate telecommunications services in Minnesota or (2) are in the chain of ownership of those entities.

Unless otherwise indicated all ownership percentages are 100%.

Corporate Organizational Structure of Zayo and Onvoy After the *Pro Forma* Transactions

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



Unless otherwise indicated all ownership percentages are 100%.

EXHIBIT B

Sample Customer Notice

The applicable affected customers will receive notice of the *Zayo Pro Forma* Transactions through a bill notation. The notice will be provided to customers in their bill issued at least 30 days prior to the *Zayo Pro Forma* Transactions. The text of the bill notation will be substantially similar to the following:

On or about [DATE], Zayo Group, LLC will undertake an internal corporate consolidation. Thus, the Zayo corporate entity that will provide your telecommunications services will be Zayo Group, LLC. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal consolidation. There is no charge associated with this change. You will receive a bill from Zayo and we will continue to resolve any issues you may have with your account or service using the same customer service number: 1-866-236-2824.

We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this internal consolidation will enhance our ability to serve you. Zayo looks forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

EXHIBIT C

Sample Customer Notice

The applicable affected customers will receive notice of the *Onvoy Pro Forma* Transaction through a bill notation. The notice will be provided to customers in their bill issued at least 30 days prior to the *Onvoy Pro Forma* Transaction. The text of the bill notation will be substantially similar to the following:

On or about [DATE], 360networks, Zayo Group and Onvoy will undertake certain internal changes resulting in Onvoy being the entity that will provide your wholesale voice telecommunications services and Zayo Group being the entity that will provide your non-voice telecommunication services, if any. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal change. There is no charge associated with this change. You will receive bills from Onvoy for your wholesale voice telecommunications services and Zayo for your non-voice telecommunications services. Onvoy and Zayo will resolve any issues you may have with your account or service using the following customer service numbers: 1-800-933-1224 for Onvoy; 1-866-236-2824 for Zayo.

We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this internal change will enhance our ability to serve you. Onvoy and Zayo look forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

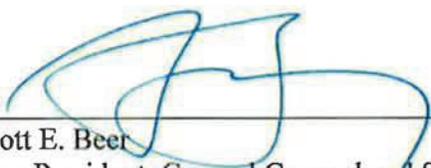
VERIFICATION

STATE OF COLORADO
COUNTY OF BOULDER

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VERIFICATION

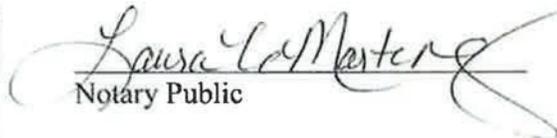
I, Scott E. Beer, am Vice President, General Counsel and Secretary of Zayo Group, LLC and its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Scott E. Beer
Vice President, General Counsel and Secretary
Zayo Group, LLC

Sworn and subscribed before me this 9th day of November, 2012.





Notary Public

My commission expires 04.01.2016

#20084011076

VERIFICATION

STATE OF COLORADO
COUNTY OF BOULDER

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VERIFICATION

I, Scott E. Beer, am Vice President, General Counsel and Secretary of Zayo Group, LLC and its subsidiaries (collectively, "Zayo") and Onvoy, Inc. ("Onvoy"); that I am authorized to make this Verification on behalf of Zayo and Onvoy; 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
Zayo Group, LLC
Onvoy, Inc.

Sworn and subscribed before me this 9th day of November, 2012.

LAURA C. MARTINEZ
Notary Public
State of Colorado



Notary Public

My commission expires 04.01.2016
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