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May 14, 2014

Via Overnight Courier

Gary L. Widerbury, Commission Secretary
Utah Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, Utah 84111

Re: Notification of Onvoy, LLC Regarding its Conversion and Resulting Name Change and the Proposed *Pro Forma* Transfer of Direct Ownership

Dear Mr. Widerbury:

Onvoy, LLC (formerly known as Onvoy, Inc. d/b/a Onvoy Voice Services) (the “Company” or “Onvoy”), by undersigned counsel, hereby notifies the Commission (1) that the Company converted from a Minnesota corporation to a Minnesota limited liability company resulting in a change in the Company’s name to “Onvoy, LLC” (the “Conversion”) and (2) of the proposed *pro forma* transfer of direct ownership of the Company from Zayo Group Holdings, Inc. (“Holdings”) to Communications Infrastructure Investments, LLC (“CII”), the direct parent company of Holdings and ultimate parent company of the Company (the “*Pro Forma* Transaction”).

The Company understands that prior approval of the Commission is not required for the Conversion and *Pro Forma* Transaction. Accordingly, the Company submits this letter for informational purposes to ensure the continuing accuracy of the Commission’s records. In support, the Company provides the following information:

Description of the Company

The Company is a limited liability company organized under the laws of the State of Minnesota as a result of its conversion from a Minnesota corporation. Onvoy’s principal address is 10300 6th Avenue North, Plymouth, Minnesota 55441. Onvoy is currently a wholly-owned subsidiary of Holdings, a Delaware corporation and wholly-owned subsidiary of CII, a Delaware limited liability company. CII has no majority owner.

Onvoy has been providing telecommunications service since 1988. Onvoy provides wholesale local exchange and long distance services, tandem switched access, transit and other access services to other carriers. In Utah, the Company is authorized to provide local exchange and interexchange telecommunication services pursuant to Certificate No. 2546 (“Certificate”) granted in Docket No. 11-2546-01. The Company is also authorized by the FCC to provide domestic and international telecommunications services.

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Additional information concerning the Onvoy's legal, technical, managerial and financial qualifications has been submitted to the Commission with Onvoy's certification and other transactions and is therefore already a matter of public record. The Company requests that the Commission take official notice of these existing descriptions of the Company's qualifications and incorporate them by reference herein.

In addition to the Company, Holdings also directly wholly owns Zayo Group, LLC ("Zayo"), which is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over regional and metropolitan fiber networks.¹ Although both Onvoy and Zayo have the same direct parent company, over the past several years Onvoy and Zayo have been run as separate businesses, with separate management and technical personnel,² different business models, and different product and customer segments. Further, Onvoy and Zayo have maintained separate books and entered into separate financing arrangements in which the other entity did not participate as a borrower or guarantor or by pledging its assets. The *Pro Forma* Transaction described below will realign the operating companies within CII's corporate structure to better reflect these divisions.

Contacts

Questions or any correspondence or other correspondence pertaining to this filing should be directed to the following:

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with a copy to:

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Description of the Conversion

The conversion of the Company to a limited liability company was merely a change in its corporate form accomplished through the filing of Articles of Conversion in Minnesota and did not entail a merger or other transactions extinguishing the existence of the

¹ In Utah, Zayo holds Certificate No. 2536 to provide local exchange and interexchange telecommunications service granted in Docket No. 11-2536-01.

² Although day-to-day operations are managed by different management teams, Zayo and Onvoy share the same corporate officers and will continue to do so immediately following the pro forma transaction.

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Company. A copy of the conversion documents are provided as Exhibit A and a copy of the updated authority to transact business is provided as Exhibit B. The Company requests that the Commission update its records, including the Company's Certificate, to reflect the conversion and resulting name change and, to the extent necessary, approve these changes. The Company will separately submit any required tariff filing(s) to reflect these changes.

Description of the *Pro Forma* Transaction

Through the contribution to CII of the membership interests held by Holdings in Onvoy, the direct owner of Onvoy will change from Holdings to CII. Since Holdings is a wholly owned direct subsidiary of CII, the transfer of direct ownership of Onvoy will not result in a change in ultimate ownership of Onvoy and is *pro forma* in nature. For the Commission's reference, a chart depicting the pre- and post-*Pro Forma* Transaction ownership of Onvoy is provided as Exhibit C.

Public Interest Considerations

The Company submits that the Conversion and *Pro Forma* Transaction are in the public interest. The *Pro Forma* Transaction will realign the corporate structure of CII and its operating entities to better reflect the differences in their business plans, management and operations. This will allow those operating entities to be able to better focus on their particular business and customers without as much potential for conflicting priorities between the businesses. The Conversion and proposed *Pro Forma* Transaction may also provide the companies with greater flexibility for future debt and equity transactions, as well as other corporate transactions. The *Pro Forma* Transaction will be entirely transparent to the Company's customers and will not result in any change in their services. In particular, the rates, terms and conditions of their services will not change as a result of the purely *pro forma* changes.

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An original and five (5) copies of this letter are enclosed for filing. Also enclosed is a CD-ROM containing an electronic version of this letter in MSWord and PDF formats. Please date-stamp the enclosed extra copy and return it in the envelope provided. Please do not hesitate to contact us if you have any questions.

Respectfully submitted,

Jean L. Kiddoo
Brett P. Ferenchak

Counsel for the Company

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EXHIBIT A

Conversion Documents

EXHIBIT B

Authority to Transact Business

EXHIBIT C

Pre- and Post-*Pro Forma* Transaction Corporate Structure of Onvoy

VERIFICATION