

## Supplemental Exhibit 1

Docket Nos. 16-2536-01, 16-2299-01 and 16-2263-01

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
	)	
<b>Zayo Group, LLC</b>	)	WC Docket No. 16-_____
	)	
and	)	IB File Nos. ITC-T/C-2016_____
	)	ITC-T/C-2016_____
<b>Electric Lightwave Parent, Inc.,</b>	)	ITC-T/C-2016_____
	)	ITC-T/C-2016_____
For Grant of Authority Pursuant to Section 214	)	ITC-T/C-2016_____
of the Communications Act of 1934, as amend-	)	
ed, and Sections 63.04 and 63.24 of the Com-	)	
mission's Rules to Transfer Indirect Control of	)	
Domestic and International Section 214 Authori-	)	
zation Holders to Zayo Group, LLC	)	

**JOINT APPLICATION**

Zayo Group, LLC ("Zayo" or "Transferee") and Electric Lightwave Parent, Inc. ("EL Parent") (together, "Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval to transfer indirect control of the subsidiaries of EL Parent listed in Exhibit A that hold domestic or international Section 214 authorizations (collectively, the "Licensees") to Transferee.

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

**II. DESCRIPTION OF THE APPLICANTS**

**A. Zayo Group, LLC**

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.

**B. Electric Lightwave Parent, Inc.**

EL Parent is a privately held Delaware corporation that 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. EL Parent's incumbent local exchange carrier subsidiary, Scott-Rice Telephone Co. ("SRTC"), also services residential customers. These services include but are not limited to facilities-based, integrated, resold and facilities-based local, 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.

A summary of the entities that currently hold, directly or indirectly, a ten percent (10%) or greater interest in EL Parent is provided in Exhibit B.

**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 C.

#### **IV. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission’s Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

##### **(a) Name, address and telephone number of each Applicant:**

###### Transferee:

Zayo Group, LLC  
1805 29th Street, Suite 2050  
Boulder, CO 80301  
Tel: 303-381-4683

**FRN: 0016555849**

###### EL Parent:

Electric Lightwave Parent, Inc.  
18110 SE 34<sup>th</sup> St  
Building One, Suite 100  
Vancouver, WA 98683  
Tel: 360-558-6900

**FRN: 0026075382**

###### Licensees:

A list of authorized carriers and their FRNs is attached as Exhibit A. The address and telephone number for each Licensee is the same as that for EL Parent.

##### **(b) Jurisdiction of Organizations:**

Transferee: Zayo is a limited liability company formed under the laws of Delaware.

EL Parent: EL Parent is a corporation formed under the laws of Delaware.

Licensees: The jurisdiction of organization of each Licensee is included in Exhibit A.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Zayo:

Catherine Wang  
Brett P. Ferenchak  
Morgan, Lewis & Bockius LLP  
2020 K Street, N.W., Suite 1100  
Washington, DC 20006-1806  
202-373-6000 (tel)  
202-373-6001 (fax)  
[catherine.wang@morganlewis.com](mailto:catherine.wang@morganlewis.com)  
[brett.ferenchak@morganlewis.com](mailto:brett.ferenchak@morganlewis.com)

For EL Parent and the Licensees

Douglas Denney  
Vice President, Costs & Policy  
Electric Lightwave  
18110 SE 34<sup>th</sup> St  
Building One, Suite 100  
Vancouver, WA 98683  
[dkdenney@electriclightwave.com](mailto:dkdenney@electriclightwave.com)

With copies for Zayo to:

Wendy Cassity, VP, Secretary & General Counsel  
Gregg Strumberger, General Counsel  
Zayo Group  
1805 29th St., Suite 2050  
Boulder, CO 80301  
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[gregg.strumberger@zayo.com](mailto:gregg.strumberger@zayo.com)

**(d) Section 214 Authorizations**

Transferee: Zayo holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20091106-00475.<sup>1</sup> Zayo also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

EL Parent: EL Parent is a holding company with no operations and does not hold domestic or international Section 214 authority.

Licensees: The following Licensees hold international Section 214 authorizations:

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<sup>1</sup> Zayo's indirect subsidiary, Zayo Group EU Limited (f/k/a AboveNet Communications Europe Limited), provides international telecommunications services, pursuant to Section 63.21(h), under the international Section 214 authorization of Zayo.

<b>International Section 214 Authorization Holder</b>	<b>Type of Authorization</b>	<b>File No(s).</b>
<p>Electric Lightwave Holdings, Inc.<sup>2</sup></p> <p>The following subsidiaries of Electric Lightwave Holdings, Inc. operate under its International Section 214 Authorization pursuant to 47 C.F.R. § 63.21(h):</p> <p>Integra Telecom of Idaho, Inc.  Integra Telecom of Minnesota, Inc.  Integra Telecom of North Dakota, Inc.  Integra Telecom of Oregon, Inc.  Integra Telecom of Utah, Inc.  Integra Telecom of Washington, Inc.  Scott-Rice Telephone Co.</p>	Global Facilities-Based Services and Resale Services	ITC-214-19970820-00500
Electric Lightwave, LLC	Resold Public Switched Services and Global Resale Services	ITC-214-1994041500137 (Old File No. ITC-94-277); ITC-214-19980616-00425 (Old File No. ITC-98-472)
<p>Eschelon Telecom, Inc.</p> <p>The following subsidiaries of Eschelon Telecom, Inc. operate under its International Section 214 Authorization pursuant to 47 C.F.R. § 63.21(h):</p> <p>Advanced TelCom, Inc.  Eschelon Telecom of Arizona, Inc.  Eschelon Telecom of Colorado, Inc.  Eschelon Telecom of Minnesota, Inc.  Eschelon Telecom of Nevada, Inc.  Eschelon Telecom of Oregon, Inc.  Eschelon Telecom of Utah, Inc.  Eschelon Telecom of Washington, Inc.  Mountain Telecommunications of Arizona, Inc.  OneEighty Communications, Inc.  Oregon Telecom, Inc.  Shared Communications Services, Inc.  United Communications, Inc.</p>	Resold Public Switched Services and Global Resale Service	ITC-214-19990729-00490

<sup>2</sup> The Commission's public international authorization database (IBFS) currently lists the name of this authorization as Integra Telecom Holdings, Inc. On August 8, 2016, Electric Lightwave Holdings, Inc. filed with the Commission a letter regarding the name change from Integra Telecom Holdings, Inc., but the FCC's database does not currently reflect that change.

International Section 214 Authorization Holder	Type of Authorization	File No(s).
opticAccess, LLC	Global or Limited Global Facilities-Based Service and Resale Service	ITC-214-20140922-00266
World Communications, Inc.	Global or Limited Global Resale Service	ITC-214-20051011-00431

Each of the Licensees, except Electric Lightwave Holdings, Inc., is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

(h) *(Answer to Questions 11 & 12)* The Licensees are each indirect, wholly owned subsidiaries of EL Parent as depicted on the ownership structure chart provided as Exhibit C. Of the entities that are in the chain of ownership of one or more of the Licensees, EL Parent and the following intermediate parent companies are holding companies:

Electric Lightwave Communications, Inc., an Oregon Corporation.

Electric Lightwave Holdings, Inc. (a Licensee), an Oregon Corporation.

Mountain Telecom, Inc., a Delaware corporation.

Each of these entities has the same address as EL Parent.

The following entities will hold, directly or indirectly, a ten percent (10%) or greater interest<sup>3</sup> in EL Parent upon completion of the Transaction as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

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<sup>3</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Post-Transaction Ownership of EL Parent:

Upon completion of the Transaction, the following entity will directly, wholly own **EL Parent:**

Name: Zayo Group, LLC  
Address: 1805 29th Street, Suite 2050  
Boulder, CO 80301  
Citizenship: U.S. (Delaware)  
Principal Business: Telecommunications  
% Interest: 100% (directly)

The following entity currently holds a ten percent (10%) or greater direct interest in **Za-  
yo:**

Name: Zayo Group Holdings, Inc. ("Holdings")  
Address: 1805 29th Street  
Boulder, CO 80301  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (directly in Zayo)

The following entities and individuals currently hold a ten percent (10%) or greater, direct or indirect, interest in **Holdings:**

Name: GTCR Partners X/A&C LP  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 18.70% (indirectly in Holdings as the general partner of (i) GTCR Fund X/A LP (approx. 9.31% direct interest in Holdings), (ii) GTCR Fund X/C LP (approx. 2.67% direct interest in Holdings) and (iii) GTCR Investors (CII) LP (approx. 6.73% direct interest in Holdings))

Name: GTCR Investment X LLC  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 18.79% (indirectly in Holdings as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR Co-Invest X/C LP (approx. 0.08% direct interest in Holdings))



The following individuals are members of the board of managers of GTCR Investment X LLC, are all U.S. citizens, and can be reached through GTCR Investment X LLC:

Mark M. Anderson  
Craig A. Bondy  
Philip A. Canfield  
David A. Donnini  
Constantine S. Mihas  
Collin E. Roche  
Sean L. Cunningham  
Aaron D. Cohen

To Zayo's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Holdings through GTCR Partners X/A&C LP or GTCR Investment X LLC.

Holdings is a publicly traded company (NYSE: ZAYO) whose stock ownership varies on a daily basis. Based on information filed with the SEC with respect to Holdings and other information provided to Holdings, to the knowledge of Zayo's management, no other person or entity currently holds a 10% or greater direct or indirect interest in Zayo. Additional information regarding Holdings' ownership is available in Holdings' most recent proxy statement available at: <https://www.sec.gov/Archives/edgar/data/1608249/000162612916000861/0001626129-16-000861-index.htm>.

Except for the foreign carrier subsidiaries listed in (i) below, which share certain officers and/or directors as Zayo, Zayo does not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is a non-dominant foreign carrier in Canada by virtue of its Reseller Registration and Basic International Telecommunication Services ("BITS") License. Transferee is also currently affiliated within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with the following foreign carriers (collectively, the "ZG Foreign Carriers"):

Country	Affiliate Name	Description of the Company
Canada (WTO Member)	Zayo Canada, Inc. ("Zayo Canada")  A Canadian entity	Zayo Canada is a direct, wholly owned subsidiary of Zayo.  Zayo Canada holds a BITS License and Registrations as a Competitive Local Exchange Carrier, Reseller, Reseller of High Speed Internet Service, and Reseller of Digital Subscriber Line Service in Canada.
Canada (WTO Member)	Allstream Business, Inc. ("ABI")  A Canadian entity	ABI is an indirect, wholly owned subsidiary of Zayo.  ABI holds a BITS License and a Registration as a Reseller.
France, Germany, Netherlands United Kingdom (WTO Members)	Zayo Group EU Limited ("Zayo-EU")  A UK entity	Zayo-EU is an indirect, wholly owned subsidiary of Zayo.  Zayo-EU provides primarily lit services between the United Kingdom and France, Germany and Netherlands.
Germany and United Kingdom (WTO Members)	Zayo Group UK Limited ("Zayo-UK")  A UK entity	Zayo-UK is an indirect, wholly owned subsidiary of Zayo.  Zayo-UK provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Japan (WTO Member)	MFN Japan KK ("ABN-Japan")  A Japanese entity.	ABN-Japan is a direct, wholly owned subsidiary of Zayo.  ABN-Japan formerly provided peering services but is essentially dormant at this time.
United Kingdom and Ireland (WTO Members)	Geo Networks Limited. ("Geo Networks")  A U.K. entity.	Geo Networks is an indirect, wholly owned subsidiary of Zayo.  Geo Networks provides dedicated fiber networks primarily used for data services and access to network facilities.

Country	Affiliate Name	Description of the Company
United Kingdom (WTO Member)	Geo Metro Limited ("Geo Metro")  A U.K. entity.	Geo Metro is a direct, wholly owned subsidiary of Geo Networks.  Geo Metro provides dedicated fiber networks primarily used for data services and access to network facilities.
Ireland (WTO Member)	Emerald Bridge Fibres Limited ("Emerald Bridge")  An Irish Entity.	Geo Networks, which is an indirectly, wholly owned subsidiary of Zayo, directly owns 50% of Emerald Bridge.  Emerald Bridge is registered as an Authorized Undertaking with the Commission for Communications Regulation in Ireland and provides a subsea cable service between Dublin, Ireland and Anglesea, Wales, UK.
United Kingdom (WTO Member)	FibreSpeed Limited ("FibreSpeed")  A U.K. entity.	FibreSpeed is a direct, wholly owned subsidiary of GEO.  FibreSpeed provides dedicated fiber networks primarily used for data services and access to network facilities.
France, United Kingdom, Spain, Germany, Austria, Switzerland, Netherlands, Luxembourg, Belgium (WTO Members)	Zayo France SAS (formerly known as Neo Telecoms SAS) ("Zayo-France")  A French entity.	Zayo-France is an indirect, wholly owned subsidiary of Zayo.  Zayo-France provides fiber networks primarily used for data services, IP transit, lit services, and cloud services.
France (WTO Member)	Neocenter Est SARL ("Neo-Est")  A French entity.	Zayo-France directly owns approximately 32.86% of Neo-Est. Neo telecom Group SAS, the direct parent company of Zayo-France, directly owns approximately 17.14% of Neo-Est. As the indirect parent of Zayo-France and Neo Telecom Group SAS, Zayo indirectly owns approximately 50% of Neo-Est.  Neo-Est provides lit services, colocation and related services.

Country	Affiliate Name	Description of the Company
France (WTO Member)	Neocenter Ouest SAS ("Neo-Ouest")  A French entity.	Zayo-France directly owns approximately 36.58% of Neo-Ouest.  Neo-Ouest provides lit services, colocation and related services.
France (WTO Member)	NeoClyde SAS ("NeoClyde")  A French entity.	Zayo-France, an indirect, wholly owned subsidiary of Zayo, directly owns 50% of NeoClyde.  NeoClyde provides lit services, colocation and related services.
Belgium (WTO Member)	Zayo Infrastructure Belgium NV ("ZI-Belgium")  A Belgium entity.	ZI-Belgium is a direct, wholly owned subsidiary of Zayo.  ZI-Belgium provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities
Germany (WTO Member)	Zayo Infrastructure Deutschland GmbH ("ZI-Deutschland")  A German entity.	ZI-Deutschland is a direct, wholly owned subsidiary of Zayo.  ZI-Deutschland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
France (WTO Member)	Zayo Infrastructure France SA ("ZI-France")  A French entity.	ZI-France is a direct, wholly owned subsidiary of Zayo.  ZI-France provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Ireland (WTO Member)	Zayo Infrastructure Ireland Ltd. ("ZI-Ireland")  An Irish entity.	ZI-Ireland is a direct, wholly owned subsidiary of Zayo.  ZI-Ireland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.

Country	Affiliate Name	Description of the Company
Netherlands (WTO Member)	Zayo Infrastructure Nederland B.V. ("ZI-Nederland")  A Dutch entity.	ZI-Nederland is a direct, wholly owned subsidiary of Zayo.  ZI-Nederland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Switzerland (WTO Member)	Zayo Infrastructure Switzerland AG ("ZI-Switzerland")  A Swiss entity.	ZI-Switzerland is a direct, wholly owned subsidiary of Zayo.  ZI-Switzerland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
United Kingdom (WTO Member)	Zayo Infrastructure (UK) Ltd. ("ZI-(UK)")  A U.K. entity.	ZI-(UK) is a direct, wholly owned subsidiary of Zayo.  ZI-(UK) provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Singapore (WTO Member)	Zayo Singapore Pte. Ltd. ("Zayo-Singapore")  A Singaporean entity.	Zayo-Singapore is a direct, wholly owned subsidiary of Zayo.  Zayo-Singapore has applied for a Service Based Operator (Individual) license, and is expecting issuance of the license in December 2016.

Similarly, Licensees will be affiliated with Zayo and the ZG Foreign Carriers upon completion of the Transaction.

Currently, Licensees are affiliated with Electric Lightwave Communications, Inc. ("ELCI"), a British Columbia corporation that holds a BITS License and a Registration as a Non-Dominant Facilities-Based Carrier in Canada. Upon completion of the Transaction, ELCI will also be affiliated with Zayo and the ZG Foreign Carriers.

(j) **(Answer to Question 15)** Transferee certifies that, through its acquisition of control of Licensees, Transferee does not seek to provide international telecommunications services

to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States. However, Transferee certifies that it is a non-dominant foreign carrier and also is affiliated with a non-dominant foreign carrier as described in (i) above. Upon completion of the Transaction, Transferee and Licensees will be affiliated with multiple non-dominant foreign carriers, as described in (i) above, including the ZG Foreign Carriers and ELCI.

(k) Transferee certifies that each country listed in (i) above is a Member of the World Trade Organization (“WTO”). None of Zayo, the ZG Foreign Carriers or ELCI is on the Commission’s List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

(m) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(1,3), because it is a non-dominant foreign carrier and is affiliated with non-dominant foreign carriers only in countries that are Members of the WTO.

(n) Transferee and Licensees certify that they have not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. § 63.12(a)-(b). Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(3) for the reasons detailed in response to paragraphs (k) and (m) above.

**V. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of Licensees to Zayo in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) EL Parent does not provide telecommunications services. The Licensees provide telecommunications services as follows:

- Collectively, the Integra-named Licensees provide competitive local exchange, interexchange, and international telecommunications services to business customers in Minnesota, North Dakota, Oregon, Utah and Washington and is authorized to provide such services in Idaho.
- Scott-Rice is an incumbent local exchange carrier in Minnesota serving the Prior Lake, New Market and Webster exchanges and also provides interexchange, international and telecommunications services to residential and business customers. Scott-Rice also provides cable services in certain communities of Scott County, Minnesota.<sup>4</sup>
- Electric Lightwave provides business and carrier customers a suite of integrated telecommunications products and services (including competitive local exchange,

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<sup>4</sup> Zayo does not provide local exchange services (or other telecommunications services) in the cable franchise areas of Scott-Rice.

interexchange data, Internet access and broadband transport services) primarily in metropolitan areas in Arizona, California, Idaho, Nevada, Oregon, Utah and Washington. Electric Lightwave is also authorized to provide intrastate interexchange services in Alabama, Arkansas, Colorado, Delaware, Florida, Georgia, Hawaii, Illinois (and competitive local exchange), Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota (local niche services only), Mississippi, Missouri, New Jersey, New Mexico, New York (also authorized to provide local exchange), North Carolina, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas (and competitive local exchange), Virginia, Wisconsin and Wyoming, where it primarily serves satellite location of customers whose primary service locations are located in a core market(s).

- Collectively, the Eschelon-named Licensees provide competitive local exchange and interexchange, to business customers in Arizona, California, Colorado, Minnesota, Montana, Nevada, Oregon, Utah, and Washington and are authorized to provide such services in Idaho and New York.
- Mountain Telecommunications of Arizona, Inc. provides competitive local exchange and interexchange telecommunications services in Arizona.
- Advanced TelCom, Inc. provides competitive local exchange and interexchange telecommunications services in California, Nevada, Oregon and Washington.
- One-Eighty Communications, Inc. provides competitive local exchange and interexchange telecommunications services in Montana
- opticAccess, LLC provides competitive local exchange and/or interexchange telecommunications services in California, Oregon and Washington.
- Oregon Telecom, Inc. provides competitive local exchange and interexchange telecommunications services in Oregon and is authorized to do so in Washington.
- Shared Communications Services, Inc. provides competitive local exchange and interexchange telecommunications services in Oregon and Washington and is authorized to provide such services in Nevada
- United Communications, Inc. provides competitive local exchange and interexchange telecommunications services in Oregon and Washington.



- X2 Telecom, LLC operates a festoon cable off the coast of California and provides dark fiber to Electric Lightwave Holdings, Inc. and its affiliates. It does not provide service directly to end user customers.
- World Communications, Inc. provides competitive local exchange and interexchange telecommunications services in California, Oregon and Washington.

(ii) Zayo is authorized to provide competitive local exchange, competitive access and/or interexchange in the District of Columbia and every state except Alaska and Hawaii. Zayo's primary telecommunications service offerings include high-capacity bandwidth services such as private line, Ethernet, wavelength and higher services. Zayo does not provide voice services. Zayo does not provide telecommunications services in the ILEC territory of Scott-Rice, nor does Zayo provide telecommunications services in exchanges that are adjacent to the ILEC territory of Scott-Rice.

(iii) Through GTCR Investment X, LLC, to its knowledge, Transferee is currently affiliated (as defined in the Act) with the following domestic telecommunications services providers: (1) Telecommunications Management, LLC, which through its subsidiaries Ultra Communications Group LLC and Avenue Broadband Communications LLC provides cable, broadband and interconnected VoIP services to residential and commercial customers in parts of Missouri, Indiana, Illinois, Mississippi, Louisiana, Arkansas and Texas; and (2) Onvoy, LLC and its subsidiaries, which provide or are authorized to provide competitive local exchange and/or interexchange telecommunications services in every state and the District of Columbia.

(iv) To Transferee's knowledge, Transferee is not affiliated with any other telecommunications carriers.

**(a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to

Section 63.03(b)(2)(ii) because, immediately following the Transaction, (i) Transferee (and its Affiliates, as defined in the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), and (ii) Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party (or affiliate to a party) to the Transaction.

(a)(9) Other than their Section 214 authorizations described in this Application, Licensees do not hold any other authorizations or licenses from the Commission.

(a)(10) No party is requesting special consideration because it is facing imminent business failure. However, the parties to the Transaction are targeting completion of the corporate steps resulting in the transfer of indirect control within approximately 60 days of signing the Agreement. Therefore, Applicants respectfully request expedited processing of the review and approval of this application in order to allow the parties to meet this schedule.

(a)(11) Not applicable.

(a)(12) Applicants submit that the Transaction is in 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 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 reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application to transfer indirect ownership and control of Licensees to Transferee.

Respectfully submitted,

/s/ Douglas K. Denney

Douglas K Denney  
Vice President, Costs & Policy  
Electric Lightwave  
18110 SE 34th Street  
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360-558-4318 (tel)  
763-745-8459 (fax)  
[dkdenney@electriclightwave.com](mailto:dkdenney@electriclightwave.com)

*For EL Parent and Licensees*

/s/ Brett P. Ferenchak

Catherine Wang  
Brett P. Ferenchak  
**MORGAN, LEWIS & BOCKIUS LLP**  
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*Counsel for Zayo Group, LLC*

Dated: December 9, 2016

## **EXHIBIT A**

### **List of Licensees**

<b>Licensee Name</b>	<b>Jurisdiction of Organization</b>	<b>FRN</b>
Advanced TelCom, Inc.	Delaware	0003726197
Electric Lightwave, LLC	Delaware	0015577745
Electric Lightwave Holdings, Inc.	Oregon	0004257010
Eschelon Telecom, Inc.	Delaware	0010289114
Eschelon Telecom of Arizona, Inc.	Minnesota	0003768082
Eschelon Telecom of Colorado, Inc.	Minnesota	0003767852
Eschelon Telecom of Minnesota, Inc.	Minnesota	0003767985
Eschelon Telecom of Nevada, Inc.	Minnesota	0003768074
Eschelon Telecom of Oregon, Inc.	Minnesota	0006796809
Eschelon Telecom of Utah, Inc.	Minnesota	0003768116
Eschelon Telecom of Washington, Inc.	Minnesota	0003768041
Integra Telecom of Idaho, Inc.	Oregon	0005071188
Integra Telecom of Minnesota, Inc.	Minnesota	0005069760
Integra Telecom of North Dakota, Inc.	Oregon	0005071014
Integra Telecom of Oregon, Inc.	Oregon	0005069497
Integra Telecom of Utah, Inc.	Oregon	0005069570
Integra Telecom of Washington, Inc.	Oregon	0005069588
Mountain Telecommunications of Arizona, Inc.	Arizona	0004351391
OneEighty Communications, Inc.	Montana	0005075866
opticAccess, LLC	Nevada	0022842124
Oregon Telecom, Inc.	Oregon	0009194960
Scott-Rice Telephone Co.	Minnesota	0002648285
Shared Communications Services, Inc.	Oregon	0003753795
United Communications, Inc.	Oregon	0003740511
World Communications, Inc.	Washington	0004373973

## **EXHIBIT B**

### **Current Ownership of EL Parent**

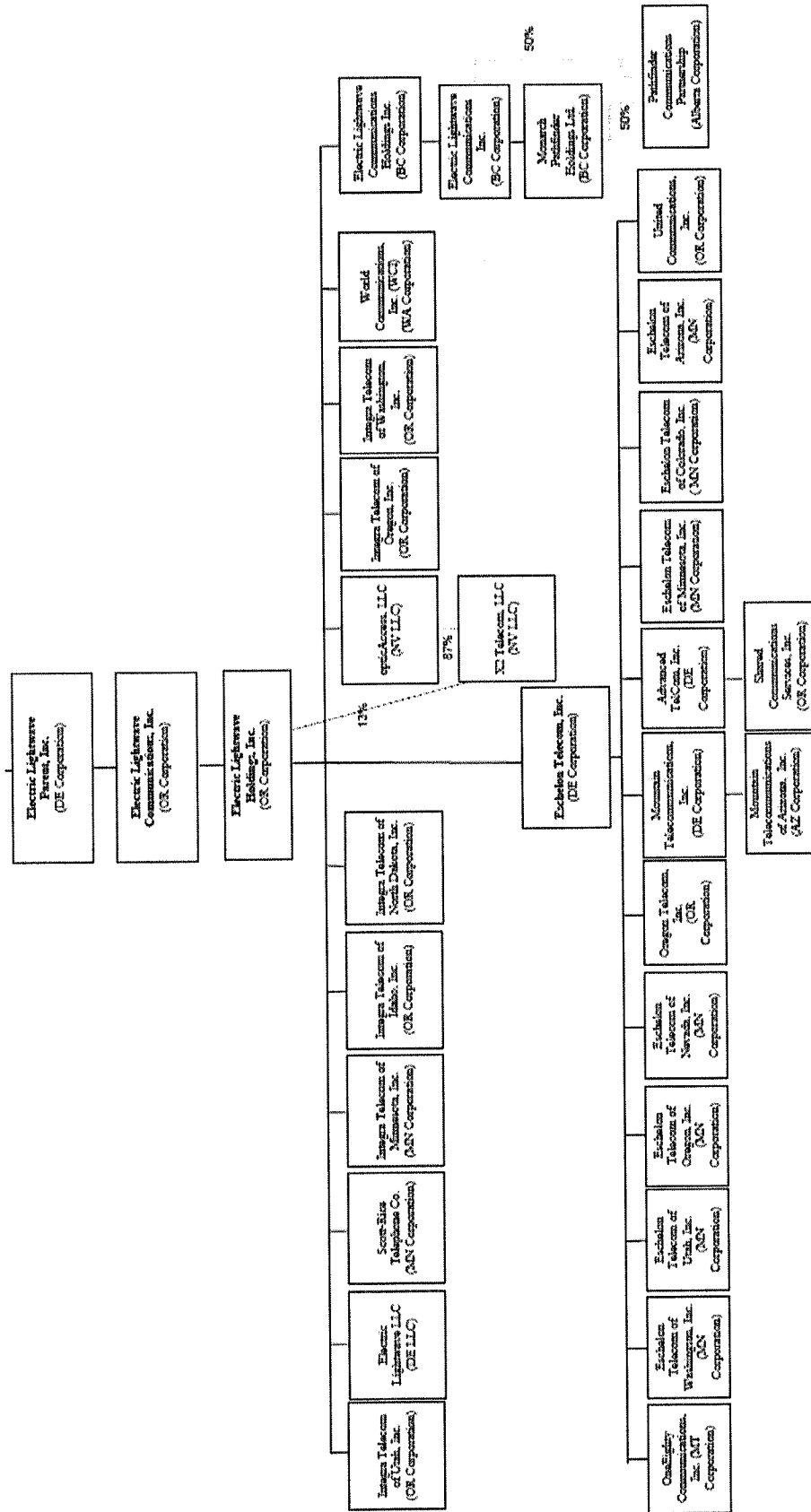
The following is a summary of the entities that currently own or control a ten percent (10%) or greater interest in EL Parent:

1. Collectively, funds managed by Searchlight Capital Partners, L.P., a Delaware limited liability company, directly own approximately 36.29% of EL Parent. Except for Searchlight Capital PV LP, a Delaware limited partnership that directly owns approximately 17.26% of EL Parent, no Searchlight Capital fund owns 10% or more of EL Parent. Searchlight Capital is an investment firm located at 745 Fifth Avenue, 32nd Floor, New York, NY 10151.
2. Collectively, funds managed by Farallon Capital Management, L.L.C., a Delaware limited liability company, directly own approximately 17.65% of EL Parent. None of those funds individually owns 10% or more of EL Parent. Farallon Capital is an investment firm located at One Maritime Plaza, San Francisco, CA 94111-3404.
3. Collectively, funds managed by Tennenbaum Capital Partners, LLC, a Delaware limited liability company, directly own approximately 21.79% of EL Parent. Except for Tennenbaum Opportunities Partners V LP, a Delaware limited partnership that directly owns approximately 10.05% of EL Parent, none of the Tennenbaum funds owns 10% or more of EL Parent. Tennenbaum Capital is an investment firm located at 2951 28th Street, Suite 100, Santa Monica, CA 90405-2993.

**EXHIBIT C**

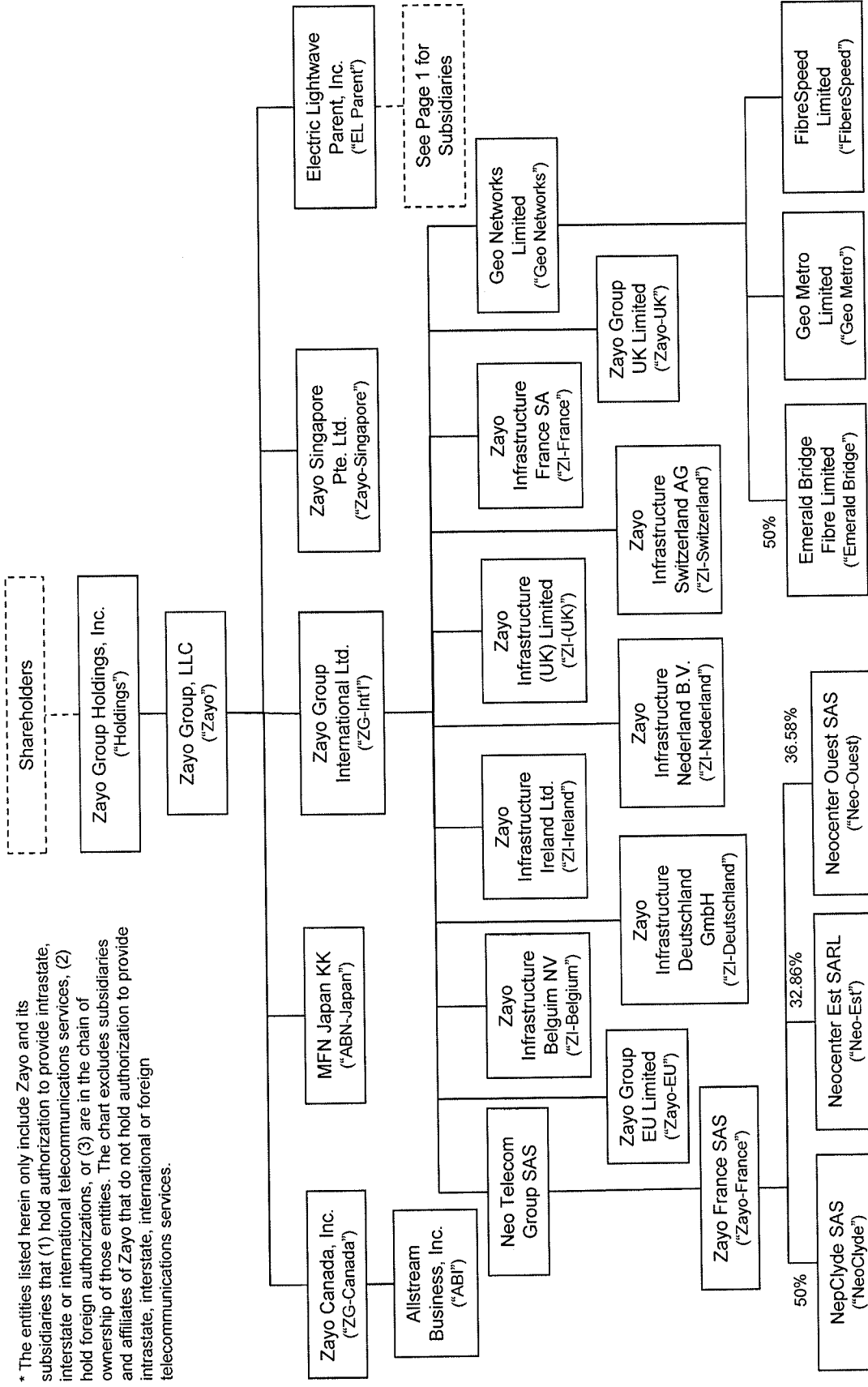
**Pre- and Post-Transaction Corporate Ownership Structure Charts**

Shareholders  
(See Application for 10% Owners)



Unless otherwise indicated all ownership percentages are 100%.

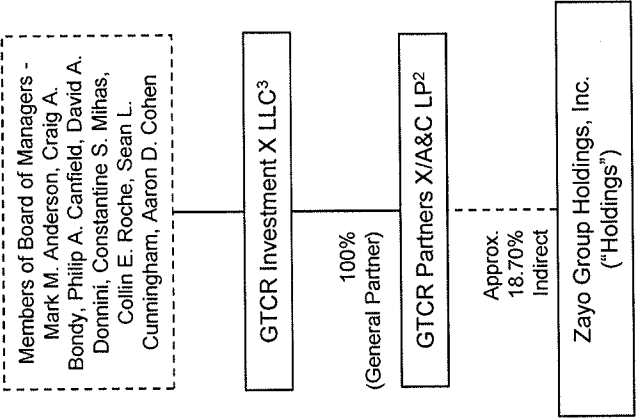
# Post-Transaction Corporate Ownership Structure of EL Parent and Zayo



Unless otherwise indicated all ownership percentages are 100%.



Current 10% Ownership of Holdings



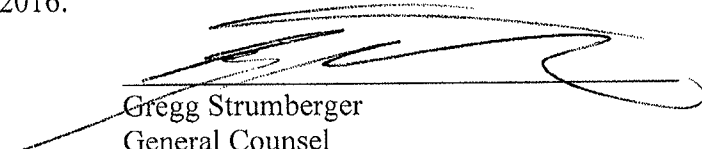
<sup>2</sup> GTCR Partners X/A&C LP indirectly controls approximately an 18.70% interest in Holdings as the General Partner of (i) GTCR Fund X/A LP (approx. 9.31% direct interest in Holdings) , (ii) GTCR Fund X/C LP (approx. 2.67% direct interest in Holdings), and (iii) GTCR Investors (CII) LP (approx. 6.73% direct interest in Holdings).

<sup>3</sup> GTCR Investment X LLC indirectly controls approximately an 18.79% interest in Holdings as the General Partner of (i) GTCR Fund X/A&C LP and (ii) GTCR Co-Invest X LP (approx. 0.08% direct interest in Holdings).

## VERIFICATION

I, Gregg Strumberger, am General Counsel of Zayo Group, LLC (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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 30<sup>th</sup> day of November, 2016.

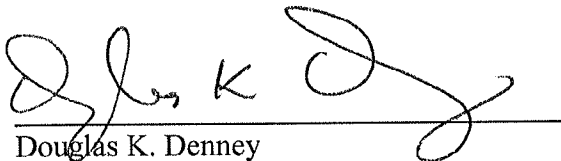


Gregg Strumberger  
General Counsel  
Zayo Group, LLC

## VERIFICATION

I, Douglas K. Denney, am Vice President, Costs & Policy of Electric Lightwave Holdings, Inc.; that I am authorized to make this Verification on behalf of the Electric Lightwave Parent, Inc. and its subsidiaries (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 29 day of November, 2016.

A handwritten signature in black ink, appearing to read 'Douglas K. Denney', is written over a horizontal line.

Douglas K. Denney  
Vice President, Costs & Policy  
Electric Lightwave Holdings, Inc.

# Morgan Lewis

Catherine Wang  
Brett P. Ferenchak  
catherine.wang@morganlewis.com  
brett.ferenchak@morganlewis.com

December 19, 2016

**Via ECFS and IBFS**

Marlene H. Dortch, Secretary  
Office of the Secretary  
Federal Communications Commission  
445 12th Street, S.W., Room TW-A325  
Washington, DC 20554

**Re: WC Docket No. 16-401  
IB File Nos. ITC-T/C-20161209-00338; ITC-T/C-20161209-00339;  
ITC-T/C-20161209-00340; ITC-T/C-20161209-00341; & ITC-T/C-20161209-00342**

Joint Application of Zayo Group, LLC and Electric Lightwave Parent, Inc. for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Indirect Control of Domestic and International Section 214 Authorization Holders to Zayo Group, LLC

**SUPPLEMENT**

Dear Ms. Dortch:

On behalf of Zayo Group, LLC, Electric Lightwave Parent, Inc. and Electric Lightwave, LLC, this letter corrects certain information included in the Application submitted on December 9, 2016. Specifically, Applicants correct the File Number associated with one of the international Section 214 authorizations of Electric Lightwave, LLC, referenced at page 5 of the Application, to read ITC-214-19980619-00425 in lieu of ITC-214-19980616-00425.

Please contact the undersigned if you have any questions regarding this matter.

Respectfully submitted,

*/s/ Brett P. Ferenchak*

Catherine Wang  
Brett P. Ferenchak

*Counsel to Zayo Group, LLC*

cc: Douglas K. Denney (Electric Lightwave)  
Gregg Strumberger (Zayo Group)

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# Morgan Lewis

**Catherine Wang**  
**Brett P. Ferenchak**  
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brett.ferenchak@morganlewis.com

December 20, 2016

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Copy: Wireline Competition Bureau  
Jodie May Donovan  
Assistant Division Chief, Competition Policy Division  
Dennis Johnson  
Competition Policy Division

***VIA ECFS***

**RE: WC Docket No. 16-401**

**SUPPLEMENT**

Joint Application For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Transfer Indirect Control of Domestic and International Section 214 Authorization Holders to Zayo Group, LLC

**Cover Letter for Redacted Version**

Dear Ms. Dortch:

Zayo Group, LLC and Electric Lightwave, LLC ("Applicants") submit via ECFS a redacted version of Applicants' Supplement to the Joint Application along with their Request for Confidential Treatment. A confidential version of the Supplement has been filed with the Secretary's office with a request seeking confidential treatment of sensitive corporate information included therein.

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Marlene H. Dortch, Secretary  
December 20, 2016  
Page 2 of 5

Please do not hesitate to contact us with any questions.

Respectfully submitted,

/s/ Brett P. Ferenchak  
Catherine Wang  
Brett P. Ferenchak  
MORGAN, LEWIS & BOCKIUS LLP

*Counsel for Zayo Group, LLC*

/s/ Douglas K. Denney  
Douglas K Denney  
Vice President, Costs & Policy  
Electric Lightwave

*For EL Parent and Licensees*

# Morgan Lewis

**Catherine Wang**  
**Brett Ferenchak**

catherine.wang@morganlewis.com  
brett.ferenchak@morganlewis.com

December 20, 2016

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Copy: Wireline Competition Bureau  
Jodie May Donovan  
Assistant Division Chief, Competition Policy Division  
Dennis Johnson  
Competition Policy Division

**RE: WC Docket No. 16-401**

**SUPPLEMENT**

Joint Application For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Transfer Indirect Control of Domestic and International Section 214 Authorization Holders to Zayo Group, LLC

**Request For Confidential Treatment**



Dear Ms. Dortch:

Zayo Group, LLC and Electric Lightwave, LLC ("Applicants"), through the undersigned and pursuant to 5 U.S.C. § 552 and 47 C.F.R. §§ 0.457, 0.459, request that the attached unredacted version of Applicants' Supplement, which is being filed with the Secretary in paper format by hand, be treated as confidential and not subject to public inspection. A redacted version of the Supplement has been filed via ECFS. As described below, Applicants' request satisfies the standards for grant of this request as set forth in Sections 0.457 and 0.459 of the Commission's Rules.

In accordance with 47 C.F.R. § 0.459(b) and in support of its request, Applicants provide the following information:

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(1) Identification of Confidential Materials:

Applicants seek confidential treatment of certain information regarding building overlap in the attached Supplement.

(2) Circumstances Giving Rise to Submission of Information:

Applicants are submitting the attached Supplement in response to the Commission's request for additional information in relation to Applicant's Joint Application.

(3) Degree to Which Information is Commercial or Financial:

The information in the Supplement contains confidential and proprietary commercial information of Applicants that is not routinely available for public inspection and is not made publicly available in the ordinary course of business. This information therefore qualifies for protection pursuant to Commission rule and the Administrative Procedure Act. *See* 47 C.F.R. § 0.457(d), which references 5 U.S.C. § 552(b)(4).

(4) Degree to Which the Information Concerns a Service Subject to Competition:

Applicants are competitive telecommunications service providers operating nationwide. The Supplement includes sensitive information regarding the business operations of Applicants telecommunications services.

(5) How Disclosure Could Result in Substantial Harm:

Disclosure of the confidential information contained in the Supplement would cause substantial harm to Applicant's competitive position.

(6) Measures Taken to Prevent Disclosure:

The Supplement contains sensitive commercial information developed solely for the purposes of submission in this proceeding that would not otherwise be released to third parties.

(7) Public Access to Information, Third Party Disclosure:

Applicants compiled the information specifically to respond to the Commission's request for additional information and have not made this information publicly available through any previous disclosures.

(8) Justification of the Period During Which the Material Should Not be Publicly Available:

Applicants requests that the Commission hold this information out of public view for an indefinite period of time. Release of this information may cause substantial harm to Applicants for the reasons set forth herein.

(9) Additional Information:

Due to the competitively sensitive nature of the information contained in the Supplement, Applicants respectfully requests that the Commission treat the unredacted Supplement as confidential and withhold the same from public inspection.



Marlene H. Dortch  
December 20, 2016  
Page 3

Please contact the undersigned should you have any questions concerning the attached documentation, or Applicants' request for confidentiality pursuant to the Commission's rules.

Respectfully submitted,

/s/ Brett P. Ferenchak  
Catherine Wang  
Brett P. Ferenchak  
MORGAN, LEWIS & BOCKIUS LLP

*Counsel for Zayo Group, LLC*

/s/ Douglas K. Denney  
Douglas K Denney  
Vice President, Costs & Policy  
Electric Lightwave

*For EL Parent and Licensees*

REDACTED FOR PUBLIC INSPECTION

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of the Joint Application of )  
 )  
Zayo Group, LLC )  
 )  
and )  
 )  
Electric Lightwave Parent, Inc., )  
 )  
For Grant of Authority Pursuant to Section 214 )  
of the Communications Act of 1934, as )  
amended, and Sections 63.04 and 63.24 of the )  
Commission's Rules to Transfer Indirect Control )  
of Domestic and International Section 214 )  
Authorization Holders to Zayo Group, LLC )

WC Docket No. 16-401

**SUPPLEMENT TO JOINT APPLICATION**

Zayo Group, LLC ("Zayo" or "Transferee") and Electric Lightwave Parent, Inc. ("EL Parent") (together, "Applicants"), hereby submit the following supplemental information at the request of Commission staff and in connection with the above-referenced application for authorization to transfer indirect control of the subsidiaries of EL Parent that hold domestic or international Section 214 authorizations (collectively, the "Licensees") to Transferee (the "Application").

**Number of Buildings with Fiber Overlap between Transferee and Licensee Network Facilities**

Across the United States, Transferee provides fiber to approximately 25,768 buildings and Licensees provide fiber to approximately 3,669 buildings. Of these, Transferee and Licensees both provide fiber to approximately [BEGIN CONFIDENTIAL] [END CONFIDENTIAL] buildings. The chart below lists the number of buildings, by market, to

REDACTED FOR PUBLIC INSPECTION

which Transferee and Licensee both provide fiber.

[BEGIN CONFIDENTIAL]

[END CONFIDENTIAL]

#### List of Competitors

The chart below lists competitors by market.

Core Market of Licensees	Competitors
Bay Area, California	AT&T Comcast Level 3
Boise, Idaho	CenturyLink Comcast Level 3 Verizon
Phoenix, Arizona	AT&T Cox CenturyLink Level 3 Telesphere
Portland, Oregon	Bandwidth.com Comcast CenturyLink Frontier Level 3

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Core Market of Licensees	Competitors
Sacramento, California	AT&T Bandwidth.com Comcast Surewest Telepacific
Salt Lake City, Utah	Bandwidth.com Comcast, CenturyLink Level 3 Veracity
Seattle, Washington	Comcast CenturyLink Frontier Level 3 Onvoy
Spokane, Washington	Comcast CenturyLink Onvoy Synchronoss

**Information on Network of Licensees and Zayo**

As stated in the Application, Licensees' network has approximately 12,500 fiber route miles within the United States. Zayo's network has approximately 81,300 fiber routes miles within the United States.

Respectfully submitted,

/s/ Douglas K. Denney

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Vice President, Costs & Policy  
Electric Lightwave  
18110 SE 34th Street  
Building One, Suite 100  
Vancouver, WA 98683  
360-558-4318 (tel)  
763-745-8459 (fax)  
[dkdenney@electriclightwave.com](mailto:dkdenney@electriclightwave.com)

*For EL Parent and Licensees*

Dated: December 20, 2016

/s/ Brett P. Ferenchak

Catherine Wang  
Brett P. Ferenchak  
**MORGAN, LEWIS & BOCKIUS LLP**  
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[brett.ferenchak@morganlewis.com](mailto:brett.ferenchak@morganlewis.com)

*Counsel for Zayo Group, LLC*

# Morgan Lewis

**Catherine Wang**  
**Brett P. Ferenchak**  
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December 21, 2016

***VIA ECFS***

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

**RE: WC Docket No. 16-401 - SECOND SUPPLEMENT**

**Joint Application For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Transfer Indirect Control of Domestic and International Section 214 Authorization Holders to Zayo Group, LLC**

Dear Ms. Dortch:

With this Second Supplement, Zayo Group, LLC ("Zayo") and Electric Lightwave Parent, Inc. ("El Parent") (together, the "Applicants") publicly provide certain information that was redacted from the Supplement filed on December 20, 2016. Specifically, Applicants state that Transferee and Licensees (as defined in the Application) both provide fiber to approximately 419 buildings in common.

In addition, Applicants clarify that while Onvoy, LLC<sup>1</sup> and its subsidiaries (collectively, "Onvoy") do not provide retail telecommunications services in the incumbent local exchange service territory of Scott-Rice Telephone Co. ("Scott-Rice"), Onvoy provides (a) Operator Service, (b) Busy Line Verification Service, (c) Directory Assistance, and (d) Access Tandem Services to Scott-Rice. The Onvoy trunks over which these services are delivered to Scott-Rice's end office switch from Onvoy's tandem switch are partially in Scott-Rice territory.<sup>2</sup> To the extent that the Commission determines that the provision of these services by Onvoy to Scott-Rice disqualifies the Application from streamlined treatment under Section 63.03, Applicants request that the Commission establish a pleading cycle that is consistent with the streamlined processes.

---

<sup>1</sup> Onvoy is affiliated with Zayo through common ownership by investment funds ultimately controlled by GTCR Investment X LLC.

<sup>2</sup> Onvoy is not a competitor to Scott-Rice for this trunking.

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Marlene H. Dortch, Secretary  
December 21, 2016  
Page 2

Please do not hesitate to contact us with any questions.

Respectfully submitted,

/s/ Brett P. Ferenchak

Catherine Wang

Brett P. Ferenchak

MORGAN, LEWIS & BOCKIUS LLP

*Counsel for Zayo Group, LLC*

/s/ Douglas K. Denney

Douglas K Denney

Vice President, Costs & Policy

Electric Lightwave

*For EL Parent and Licensees*

Cc: Jodie May Donovan (Assistant Division Chief, Competition Policy Division)  
Dennis Johnson (Competition Policy Division)