

Morgan Lewis

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December 20, 2022

Via E-Mail

Gary L. Widerburg, Commission Administrator
Utah Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, Utah 84111
psc@utah.gov

**Re: Notice of a *Pro Forma Consolidation* Affecting the Intermediate
Ownership of Electric Lightwave, LLC d/b/a Allstream**

Dear Commission Administrator Widerburg:

By this letter, Electric Lightwave, LLC d/b/a Allstream ("Electric Lightwave") notifies the Commission of a *pro forma* change in its intermediate ownership that will result from the *pro forma* intra-consolidation of Electric Lightwave's parent companies Allstream Business US, LLC ("EL-Parent") and Zayo Group, LLC ("Zayo Group" and together with Electric Lightwave, the "Parties"), with Zayo Group remaining as the surviving entity (the "*Pro Forma Consolidation*"). The *Pro Forma Consolidation* is part of the Company's (as defined below) efforts to simplify its corporate structure, reduce the reporting and accounting burdens (and the burden on the regulatory commissions who receive such reports), and provide operational efficiencies. Subject to receipt of applicable regulatory approvals, the *Pro Forma Consolidation* is expected to be completed no later than December 31, 2022.

The Parties submit this notification pursuant to Utah Code § 54-8b-3.4. Specifically, Electric Lightwave is exempt from the requirements of Utah Code Ann. § 54-4-29 because it is a competitive entrant and does not receive high-cost support from the Utah Universal Public Telecommunications Support Fund. See Utah Code §§ 54-8b-3.4(1)(a)(i) & 54-8b-3.4(2). Therefore, Electric Lightwave need only submit notice of the *Pro Forma Consolidation* prior to its completion. Utah Code § 54-8b-3.4(1)(b).

Since Commission action is not required to complete the *Pro Forma Consolidation*, the Parties submit this letter for informational purposes.

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Description of the Parties

Zayo Group and Electric Lightwave are both Delaware limited liability companies. Electric Lightwave is a wholly owned, direct subsidiary EL-Parent, an Oregon corporation and wholly owned, direct subsidiary of Zayo Group. Zayo Group is a wholly owned, direct subsidiary of Zayo Group Holdings, Inc. ("Holdings" and together with its subsidiaries, including the Parties, the "Company"), a Delaware corporation. Zayo Group and Holdings have a principal office located at 1821 30th Street, Unit A, Boulder, Colorado 80301. EL-Parent and Electric Lightwave has a principal office located at 18110 SE 34th Street; Building One, Suite 100, Vancouver, Washington 98683.

Zayo Group is a leading provider of bandwidth infrastructure and interconnection services over regional and metropolitan fiber networks. These services enable customers to manage, operate, and scale their telecommunications and data networks. Zayo Group's customers consist primarily of wireless service providers, national and regional communications service providers, media/Internet/content companies, governments, banks, and other bandwidth-intensive enterprises. Zayo Group is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the District of Columbia and every state except Alaska and Hawaii. The primary telecommunications service offerings of Zayo Group include high-capacity bandwidth services such as private line, Ethernet, and wavelength services. In Utah, Zayo Group holds is authorized to provide public telecommunications services within Utah pursuant to Certificate No. 2536 granted in Docket No. 11-2536-01. Zayo Group also is authorized by the Federal Communications Commission ("FCC") to provide domestic and international telecommunications services in addition to certain point-to-point wireless services.

Electric Lightwave provides a broad range of communication and networking services to businesses, wholesale carriers, web content providers, government organizations and educational institutions. These services include, but are not limited to, facilities-based local, resold long distance, Internet, broadband transport and data services. Electric Lightwave provides telecommunications services primarily in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington. In Utah, Electric Lightwave is authorized to provide local exchange and other public telecommunications services pursuant to a Certificate granted in Docket No. 94-2202-01. Electric Lightwave also is authorized by the FCC to provide domestic and international telecommunications services.

Contacts

Questions, correspondence or other communications concerning this filing should be directed to:

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with copies to:

Lauren Lantero
General Counsel, Corporate
Zayo Group, LLC
1821 30th Street, Unit A
Boulder, CO 80301
Lauren.lantero@zayo.com

and:

Douglas Denney
Vice President, Legal & Regulatory
Allstream
18110 SE 34th Street
Building One, Suite 100
Vancouver, WA 96383
doug.denney@allstream.com

Description of the *Pro Forma Consolidation*

To simplify the Company's corporate structure, Zayo Group is undertaking certain *pro forma* intra-company transactions, including the consolidation of EL-Parent into Zayo Group. The *Pro Forma Consolidation* is expected to result from the merger of Allstream with and into Zayo Group, whereupon the separate existence of EL-Parent will cease and Zayo Group will be the surviving entity. **Exhibit A** contains diagrams of the corporate ownership structure of the Parties before and after the *Pro Forma Consolidation*.

Public Interest Considerations

The *Pro Forma Consolidation* described herein is in the public interest. The *Pro Forma Consolidation* will simplify the Company's existing corporate structure and the Company's business will be more effective from a management, operations, regulatory, accounting, financial and customer perspective, reducing its reporting and accounting burdens and providing 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 Consolidation* will be seamless to customers and will not result in any change in their services. Immediately following the *Pro Forma Consolidation*, Electric Lightwave will continue to exist and continue its operations in the state. The

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rates, terms and conditions of its services will not change as a result of the *Pro Forma Consolidation*.

* * * *

Please acknowledge receipt of this electronic filing. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in blue ink that reads "Brett P Ferenchak". The signature is written in a cursive, flowing style.

Catherine Wang
Brett P. Ferenchak

Counsel for the Parties

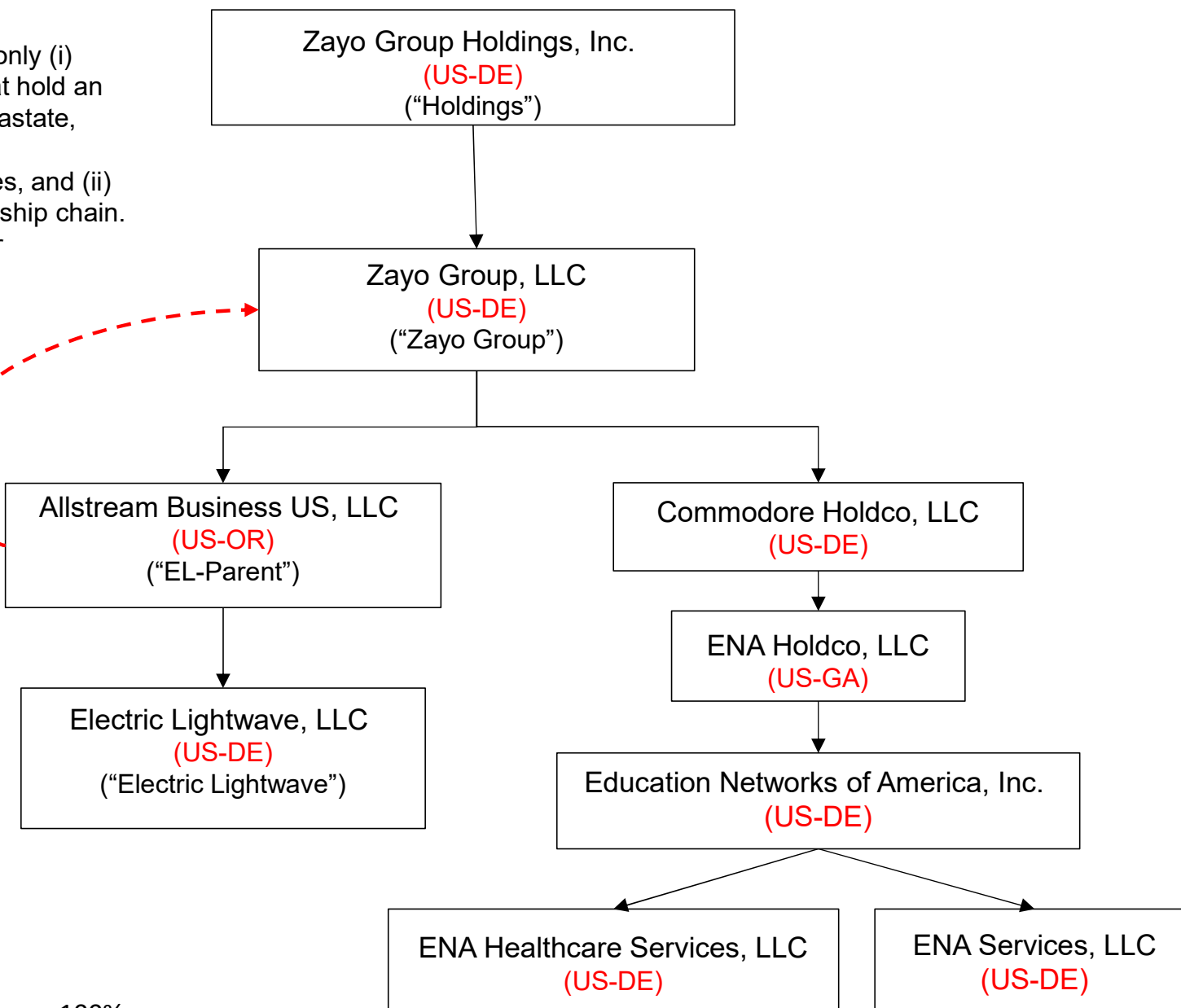
EXHIBIT A

Current and Post-*Pro Forma Consolidation* Corporate Ownership Charts

CURRENT OWNERSHIP STRUCTURE AND DEPICTION OF *PRO FORMA CONSOLIDATION*

*The entities listed include only (i) subsidiaries of Holdings that hold an authorization to provide intrastate, interstate or international telecommunications services, and (ii) those entities in their ownership chain. The chart excludes all other subsidiaries of Holdings.

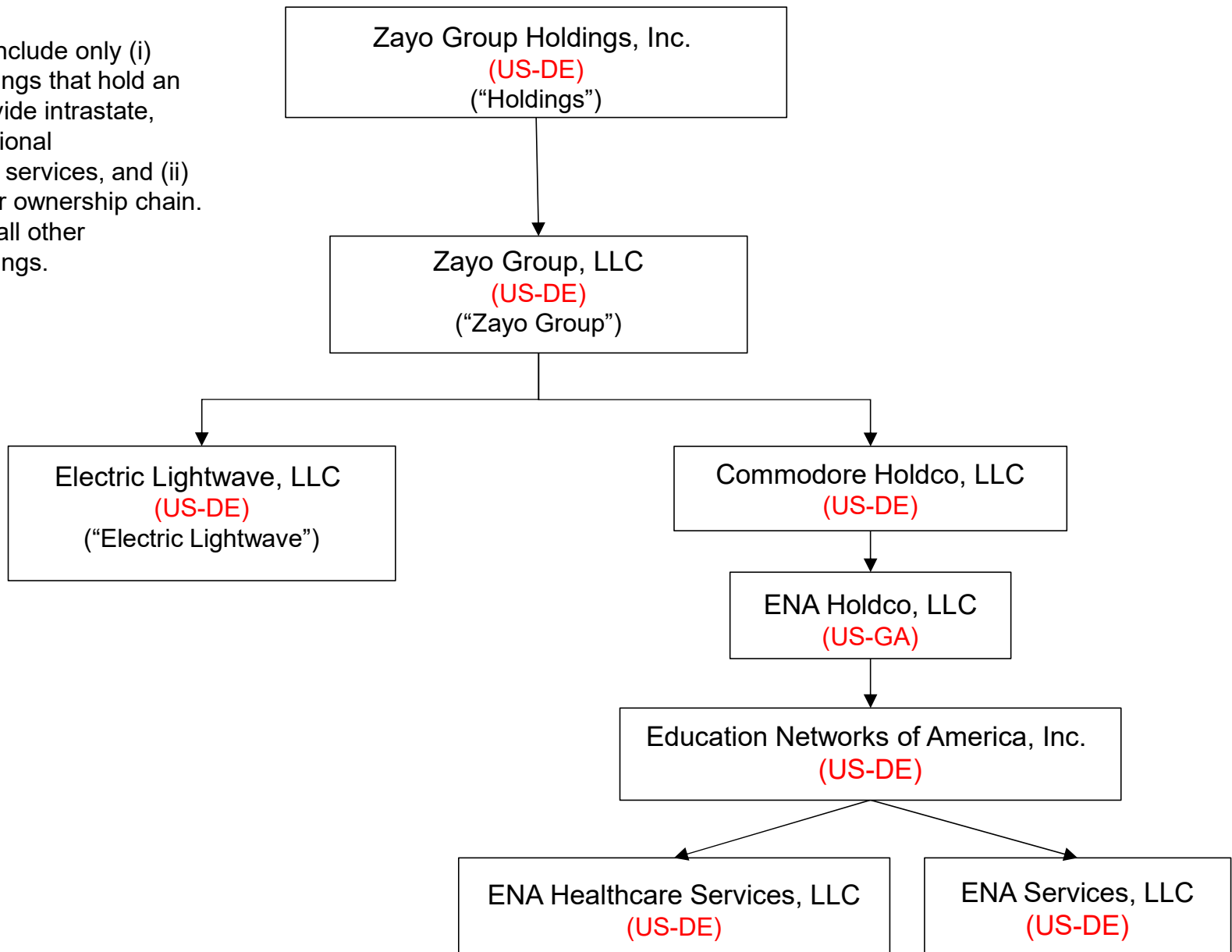
EL-Parent will merge with and into Zayo Group, with Zayo Group surviving the merger.



**All ownership percentages are 100%.

POST-PRO FORMA CONSOLIDATION OWNERSHIP STRUCTURE

*The entities listed include only (i) subsidiaries of Holdings that hold an authorization to provide intrastate, interstate or international telecommunications services, and (ii) those entities in their ownership chain. The chart excludes all other subsidiaries of Holdings.



**All ownership percentages are 100%.

VERIFICATIONS

VERIFICATION

I, Lauren Lantero, General Counsel, Corporate of Zayo Group, LLC and its subsidiaries (collectively, the "Company"), declare as follows:

1. I am authorized to make this Verification on behalf of the Company;
2. The foregoing filing was prepared under my direction and supervision.
3. The contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under criminal penalty under the law of Utah that the foregoing is true and correct.

Signed on the 28th day of September, 2022, at Boulder County, Colorado.



Lauren Lantero
General Counsel, Corporate
Zayo Group, LLC

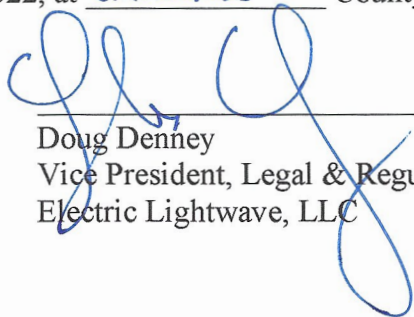
VERIFICATION

I, Doug Denney, Vice President, Legal & Regulatory (the "Company"), declare as follows:

1. I am authorized to make this Verification on behalf of the Company;
2. The foregoing filing was prepared under my direction and supervision.
3. The contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under criminal penalty under the law of Utah that the foregoing is true and correct.

Signed on the 28th day of September, 2022, at Clackamas County, Oregon.



Doug Denney
Vice President, Legal & Regulatory
Electric Lightwave, LLC