



## Public Service Commission

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January 23, 2023

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Re: Docket No. 22-2202-02, *Electric Lightwave, LLC d/b/a Allstream – Notice of Electric Lightwave, LLC, d/b/a Allstream and Zayo Group, LLC of a Pro Forma Consolidation*

Docket No. 22-2536-02, *Zayo Group, LLC – Notice of Electric Lightwave, LLC, d/b/a Allstream and Zayo Group, LLC of a Pro Forma Consolidation*

All,

The Public Service Commission (PSC) has reviewed the notices (“Notification”) filed by Electric Lightwave, LLC d/b/a Allstream<sup>1</sup> (“Electric Lightwave”) in the referenced dockets of the pro forma change in its intermediate ownership that will result from the pro forma intra-consolidation of Electric Lightwave’s parent companies All Stream Business US, LLC (“EL-Parent”) and Zayo Group, LLC (“Zayo Group,” together with Electric Lightwave, the “Parties”), with Zayo Group remaining as the surviving entity (the “Pro Forma Consolidation”).

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<sup>1</sup> Electric Lightwave, LLC is wholly owned by EL-Parent (defined below) which is wholly owned by Zayo Group (defined below), which is wholly owned by Zayo Group Holdings, Inc.

The Parties represent the Pro Forma Consolidation reflects efforts to simplify Zayo Group Holdings, Inc.'s (with its subsidiaries) structure, reduce the reporting and accounting burdens, and provide operational efficiencies. They state that they expect to complete the Pro Forma Consolidation by no later than December 31, 2022.

Electric Lightwave was granted a certificate of public convenience and necessity ("CPCN") in Docket No. 94-2202-01, and Zayo Group was granted a CPCN in Docket No. 11-2536-01. The Notification states "the Pro Forma Consolidation will be seamless to customers and will not result in any change in their services." Immediately following the consolidation, Electric Lightwave will continue to exist and continue its operations in the state. The Notification claims no PSC approval of the transfer of indirect control is required.<sup>2</sup>

The Division of Public Utilities (DPU) filed joint comments in both dockets on January 3, 2023, recommending the PSC acknowledge the Notification and requesting informal adjudication of the matter. DPU states the public interest will be promoted by acknowledging the Notification. DPU does not address whether the Pro Forma Consolidation requires PSC approval.

No party has identified a statutory or other legal requirement for the PSC to approve the proposed Pro Forma Consolidation, and no party has requested a declaratory ruling on the issue pursuant to Utah Admin. Code R746-101-1, et seq. Accordingly, the PSC acknowledges that the Notification was filed and gives notice it will take no further action in these dockets unless a party files a request for agency action and explains the basis on which the PSC may or should act.

Sincerely,

/s/ Gary L. Widerburg  
PSC Secretary  
DW#326654

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<sup>2</sup> The Notification states: "[t]he Parties submit this notification pursuant to Utah Code [Ann.] § 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 [Ann. §§ 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 [Ann.] § 54-8b-3.4(1)(b)."