



Public Service Commission

THAD LeVAR
Chair

DAVID R. CLARK
Commissioner

RON ALLEN
Commissioner

State of Utah

SPENCER J. COX
Governor

DEIDRE M. HENDERSON
Lieutenant Governor

April 25, 2022

John T. Nakahata
Harris, Wiltshire & Grannis LLP
1919 M Street NW
Eighth Floor
Washington, DC 20036

Kitty O'Connor
Education Networks of America, Inc.
618 Grassmere Park Drive
Suite 12
Nashville, TN 37211

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541

Lauren Lantero
General Counsel, Corporate
Zayo Group Holdings, Inc.
1821 30th St., Unit A
Boulder, CO 80301

Brian D. Motechin
ZMC II, L.P.
10 East 59th, 24th Floor
New York, NY 10022

Re: Docket No. 22-2500-01, *ENA Healthcare Services, LLC – Notification Regarding the Proposed Transfer of Indirect Control of ENA Healthcare Services, LLC to Zayo Group, LLC*

Docket No. 22-2536-01, *Zayo Group, LLC – Notification Regarding the Proposed Transfer of Indirect Control of ENA Healthcare Services, LLC to Zayo Group, LLC*

All,

The Public Service Commission (PSC) has reviewed the notice (“Notification”) filed on April 8, 2022, in the above cited dockets, by Commodore Intermediate Holdco, LLC (“Holdco”), ENA Healthcare Services, LLC (“ENA”), and Zayo Group, LLC (“Zayo”) of their planned transaction (“Transaction”) in which Zayo will acquire indirect control of ENA through its

purchase from Holdco of all of the issued and outstanding limited liability company interest of Holdco. Both Zayo and ENA have authority to provide telecommunications services in Utah under their respective certificates of public convenience and necessity (CPCN).¹

The Parties state that they are competitive entrants under Utah Code Ann. § 54-8b-2.1 and the Transaction is therefore exempt from the approval requirements of Utah Code Ann. § 54-4-29 under the exemption for competitive entrants described in Utah Code Ann. § 54-8b-3.4. As competitive entrants, the Parties do not receive high cost support from the Universal Public Telecommunications Support Fund. Consequently, the Notification states the Parties need only submit notice to the PSC of the Transaction before it is completed. The Parties further assert that the Transaction is in the public interest because access to Zayo's network and expertise will improve ENA's ability to compete in the telecommunications industry.

The Division of Public Utilities (DPU) filed comments on April 18, 2022, recommending the PSC acknowledge the Notification and requesting informal adjudication of the matter under Utah Admin. Code R746-110-1. DPU states that the Notification provides reasonable documentation of information required by Utah Admin. Code R746-349-7. DPU does not address whether PSC approval of the Transaction is required.

No party has identified a statutory or other legal requirement for the PSC to approve the Transaction, 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 with the PSC and gives notice it will take no further action in these dockets unless a party files a request for action and explains the basis on which the PSC may or should act.

Sincerely,

/s/ Gary L. Widerburg

PSC Secretary

DW#323722

¹ ENA's CPCN was granted in Docket No. 08-2500-01 on February 25, 2009. Zayo's CPCN was granted in Docket No. 11-2536-01 on March 10, 2011.