

Brett P. Ferenchak (DC Bar #465246)
Morgan, Lewis & Bockius, LLP
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Washington, DC 20004-2541
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Attorney for Applicants

BEFORE THE UTAH PUBLIC SERVICE COMMISSION

In the Matter of the Joint Application of Zayo Group, LLC and Electric Lightwave, LLC d/b/a Allstream for (1) Approval of a <i>Pro Forma Consolidation</i> and (2) Cancellation of Electric Lightwave, LLC's Certificate	DOCKET NO. 23-2536-01 DOCKET NO. 23-2202-01 JOINT APPLICATION
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JOINT APPLICATION

Zayo Group, LLC (“Zayo Group”) and Electric Lightwave, LLC d/b/a Allstream (“Electric Lightwave” and together with Zayo Group, “Applicants”), by undersigned counsel and pursuant to *Utah Code Ann.* § 54-4-30 and the rules of the Utah Public Service Commission (“Commission”), respectfully request authority from the Commission, to the extent necessary,¹ to complete *pro forma* consolidation of Electric Lightwave, into Zayo Group, with Zayo Group

¹ Applicants believe that they qualify under Utah Code § 54-8b-3.4 for an exemption from the requirements of Utah Code Ann. § 54-4-30 because each 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, the Applicants may need only submit notice of the *Pro Forma Consolidation* prior to its completion. Utah Code § 54-8b-3.4(1)(b). However, Applicants may require waiver of Utah Code Ann. § 54-8b-18 and Utah Admin. Code R746-349-5 and approval for Electric Lightwave’s Certificate to be cancelled effective upon completion of the *Pro Forma Consolidation*. To the extent such approval is not necessary, Applicants request that the Commission treat this Joint Application as a notification pursuant to Utah Code §§ 54-8b-3.4(1).

remaining as the surviving entity (herein referred to as 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

Applicants also request a waiver of Utah Code Ann. § 54-8b-18 and Utah Admin. Code R746-349-5 to the extent they are applicable to the change in the provider of Electric Lightwave’s customers that will result from the *Pro Forma Consolidation*.

Applicants submit that the approval requested by this Application is in the public interest and should be granted on an expedited basis. Subject to receipt of applicable regulatory approvals, Applicants propose to complete the *Pro Forma Consolidation* as soon as possible in the second quarter of 2023.

Finally, Applicants also request that the Certificate of Electric Lightwave be cancelled effective upon completion of the *Pro Forma Consolidation*.

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

I. DESCRIPTION OF THE APPLICANTS

Zayo Group and Electric Lightwave are both Delaware limited liability companies. Electric Lightwave is a 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 Applicants, the “Company”), a Delaware corporation. Zayo Group and Holdings have a principal office located at 1821 30th Street, Unit A, Boulder, Colorado 80301. 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 a Certificate of Public Convenience and Necessity authorizing the provision of public telecommunications services (including local exchange and interexchange) 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 on August 16, 1996, as amended on August 16, 1996. Electric Lightwave also is authorized by the FCC to provide domestic and international telecommunications services.

Additional information concerning Zayo Group's legal, technical, managerial and financial qualifications has been recently submitted to the Commission with its filings for various transactions and is therefore already a matter of public record. The Applicants request that the Commission take official notice of these existing descriptions of Zayo Group's qualifications and incorporate them by reference herein.

II. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following.

For Applicants:

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius, LLP
1111 Pennsylvania Ave. N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

with copies to:

Lauren Lantero
General Counsel, Corporate
Zayo Group, LLC
1821 30th Street, Unit A
Boulder, CO 80301
303-381-3239
Lauren.lantero@zayo.com

and:

Douglas Denney
Vice President, Legal & Regulatory
Allstream
18110 SE 34th Street
Building One, Suite 100
Vancouver, WA 96383
360-558-4318
doug.denney@allstream.com

III. DESCRIPTION OF THE PRO FORMA CONSOLIDATION

In order to simplify the Company's corporate structure, Zayo Group is undertaking certain *pro forma* intra-company transactions, including the consolidation of Electric Lightwave into Zayo Group. The *Pro Forma Consolidation* is expected to result from the merger of Electric Lightwave

with and into Zayo Group, whereupon the separate existence of Electric Lightwave will cease and Zayo Group will be the surviving entity. **Exhibit A** contains diagrams of the corporate ownership structure of Applicants before and after the *Pro Forma Consolidation*.

Upon completion of the *Pro Forma Consolidation*, Zayo Group will establish an “Allstream” division that will continue to operate those portions of the Electric Lightwave business that provide services, primarily traditional voice services, not currently provided by Zayo Group. The Allstream division will utilize the management and operations personnel that currently operate Electric Lightwave. A sample of the notice that will be sent to customers of Electric Lightwave regarding the *Pro Forma Consolidation* is provided in **Exhibit B**.

V. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that 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 since the *Pro Forma Consolidation* will reduce the Company’s reporting and accounting burdens and provide 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. Zayo Group will utilize the familiar “Allstream” brand with respect to the affected customers that receive services, primarily traditional voice services, not currently provided by Zayo Group. The remaining affected customers will be served under the “Zayo” brand. Regardless, the rates, terms and conditions of their services will not change as a result of the *Pro Forma Consolidation*.

Finally, there will be no change in the managerial qualifications of the telecommunications provider serving the customers affected by the *Pro Forma Consolidation* since the managerial and operations personnel that currently operate Electric Lightwave will continue to operate a portion of the Allstream business as a separate division within Zayo Group and the remaining operations will be overseen by Zayo Group's existing experienced management and operations personnel.

VI. REQUEST FOR EXEMPTION

Pursuant to Utah Code Ann. § 54-8b-3, Applicants request an exemption from the requirements of Utah Code Ann. § 54-8b-18 and Utah Admin. Code R746-349-5 to the extent they are applicable to the change in the provider of Electric Lightwave's customers that will result from the *Pro Forma Consolidation*. Electric Lightwave's customers are wholesale and enterprise customers that receive service pursuant to individually negotiated contracts. Obtaining the authorization and verification from each of the affected customers would be a burdensome process and would therefore impose an undue hardship on Applicants. As discussed above, affected customers will be notified of the proposed transaction and the change in their telecommunications provider from Electric Lightwave to Zayo Group and there will be no changes in the prices, terms or conditions of service. The legal rights of the affected customers therefore will not be prejudiced by a waiver of the rule.

VII. INFORMATION REQUIRED BY R746-349-7

Pursuant to R746-394-7, Applicants provide the following information:

a. identification that it is not an ILEC,

Applicants confirm that none of the Applicants or their affiliates is an ILEC in Utah.

b. identification that it seeks approval of the application pursuant to this rule,

Applicants confirm that they seek approval of the application pursuant to the informal adjudication process set forth in this rule.

c. a reasonably detailed description of the transaction for which approval is sought,

A detailed description of the *Pro Forma Consolidation* is provided in Section III, above, and the corporate organization pre- and post-*Pro Forma Consolidation* is included in **Exhibit B**.

d. a copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and

Applicants have requested or expect to request approval for the *Pro Forma Consolidation* from the utility regulatory agencies (“PUCs”) in the following jurisdictions in addition to Utah: Arizona, California, Colorado, Georgia, Hawaii, Idaho, Indiana, Louisiana, Maine, Minnesota, Mississippi, Missouri, New Jersey, New York, Ohio, Oklahoma, Oregon, Pennsylvania, and South Carolina. Due to the voluminous nature of these state filings, most of which contain the same basic information, Applicants have only attached as **Exhibit C** a copy of the Colorado and Minnesota filings (excluding exhibits) requesting approval. Applicants are also providing pre- or post-closing written notice to the state regulatory agencies where Electric Lightwave is authorized to provide intrastate telecommunications services and such notice is required. Due to the voluminous and repetitive nature of the notices to be sent to these PUCs, Applicants have not included copies of the notice filings. Applicants will provide copies of any additional filings at the request of the Commission.

Prior approval of the FCC is not required for the *Pro Forma Consolidation*. Rather, Applicants will submit a notice of the *Pro Forma Consolidation* to the FCC within 30 days of its completion. In addition, Applicants also will submit to the FCC a certification of compliance with the

customer base transfer rules of 47 C.F.R. § 64.1120(e) at least 30 days prior to the *pro forma* consolidation of Electric Lightwave into Zayo Group.

- e. **copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the application.**

The Applicants have received approvals relating to the *Pro Forma Consolidation* from the following state utility regulatory agencies: California, Colorado, Georgia, Indiana, and Minnesota. A copy of the approvals from Colorado and Minnesota are attached as **Exhibit D**. To the extent requested by the Commission, Applicants will forward any additional orders or similar actions approving or denying approval of the Transaction.

IX. CONCLUSION

WHEREFORE, for the reasons set forth above, Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Application, (1) authorizing Applicants to complete the *Pro Forma Consolidation* as described herein, (2) exempting Applicants from the requirements of Utah Code Ann. § 54-8b-18 and Utah Admin. Code R746-349-5 to the extent they are applicable to the change in the provider of Electric Lightwave's

customers that will result from the *Pro Forma Consolidation*, and (3) the cancellation of the Certificates of Electric Lightwave upon notice that the *Pro Forma Consolidation* was completed.

Respectfully submitted this 7th day of February, 2023.



Brett P. Ferenchak (DC Bar #465246)²
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1111 Pennsylvania Ave. N.W.
Washington, DC 20004-2541
202-373-6697 (tel)
brett.ferenchak@morganlewis.com

Counsel for Applicants

² Pursuant to R746-1-107, a Certificate of Good Standing from the District of Columbia Bar is attached.

LIST OF EXHIBITS

Exhibit A Current and Post-*Pro Forma Consolidation* Organization Charts

Exhibit B Sample Customer Notice

Exhibit C Colorado and Minnesota Applications

Exhibit D Colorado and Minnesota Approvals

Verification

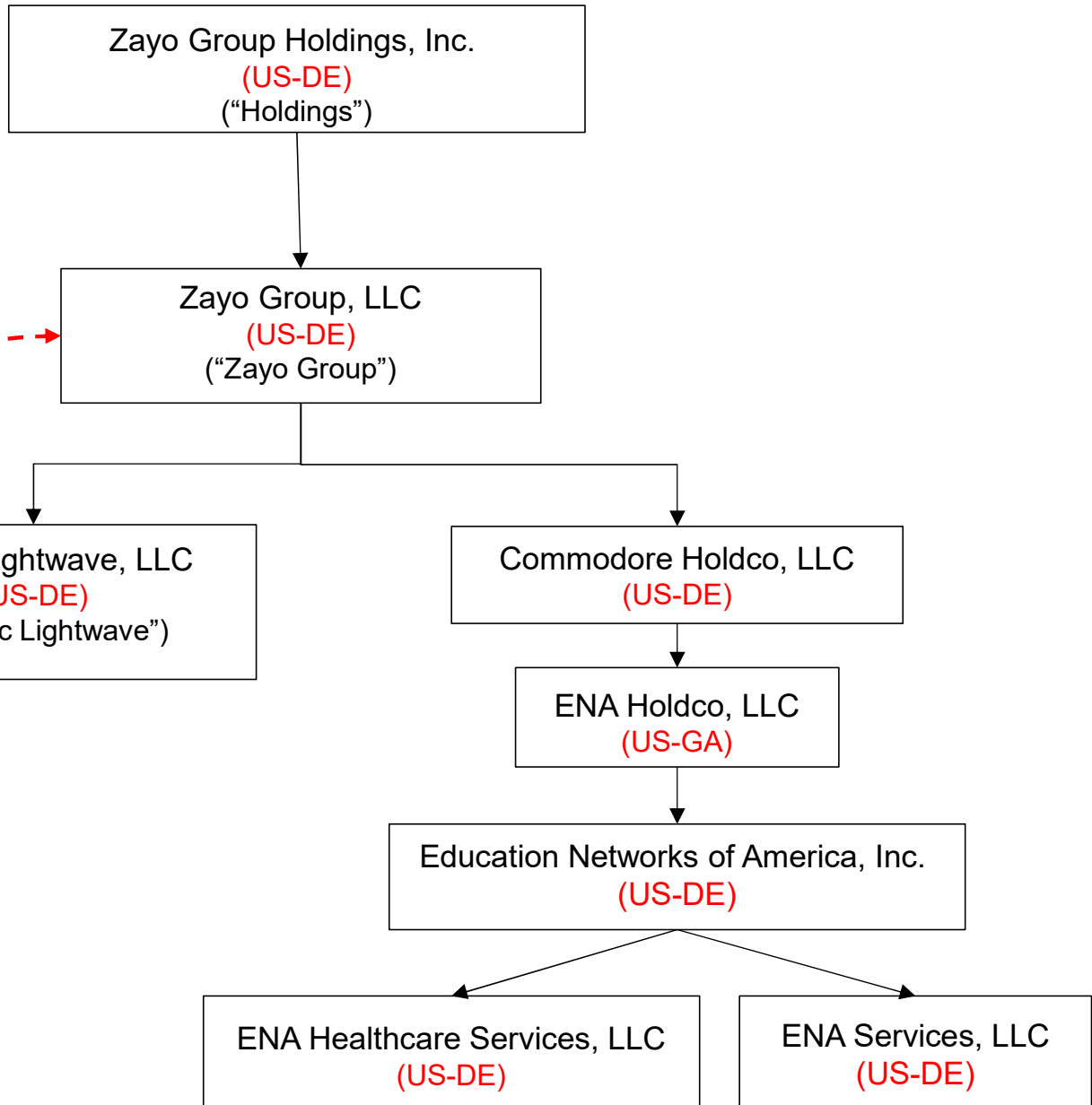
Certificate of Good Standing

EXHIBIT A

Current and Post-*Pro Forma Consolidation* Organization Structure 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.

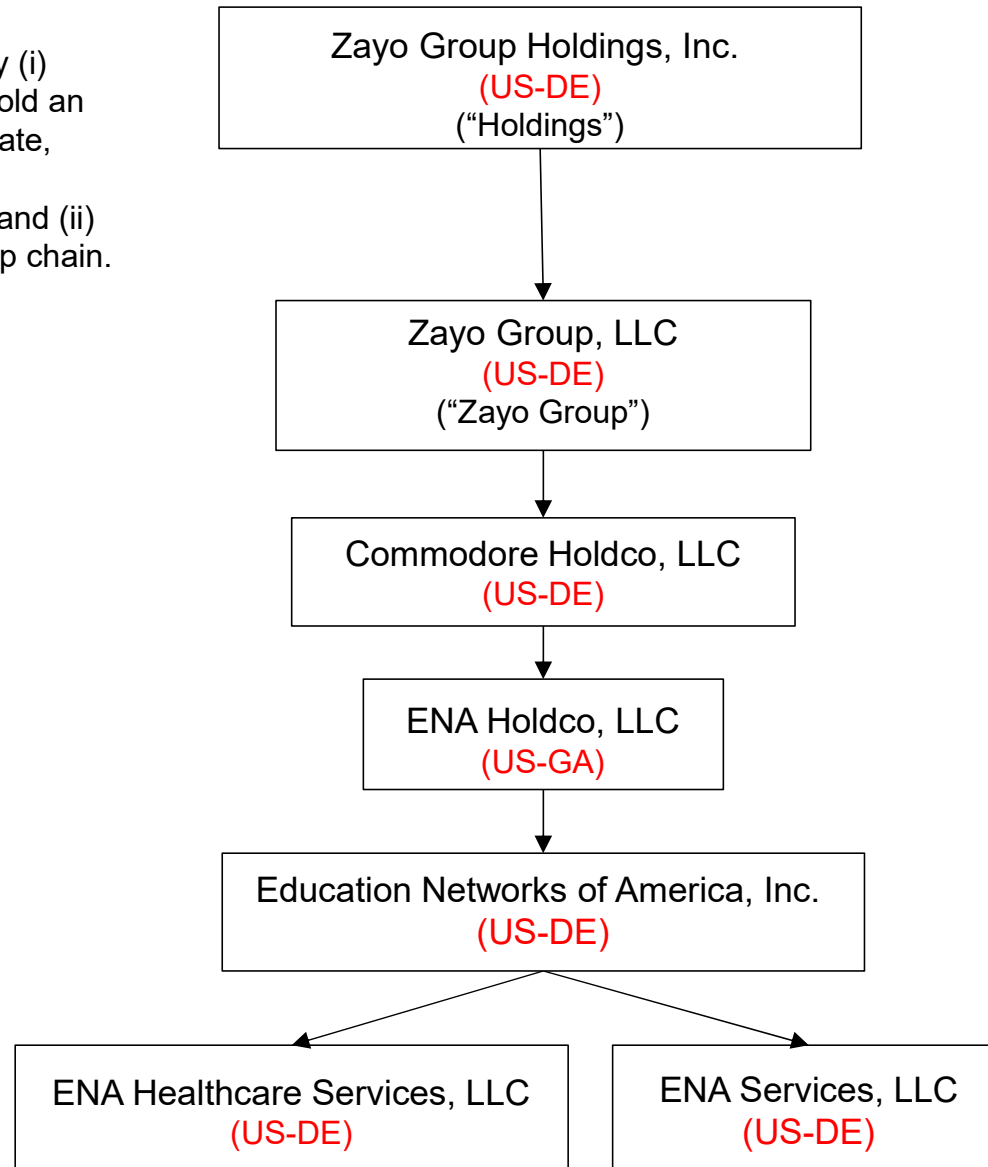


Electric Lightwave will merge with and into Zayo Group, with Zayo Group surviving the merger.

**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%.

EXHIBIT B

Sample Customer Notice

The affected customers of Electric Lightwave will receive notice of the *Pro Forma Consolidation* through a bill notation. The notice will be provided to customers in their bill issued at least 30 days prior to the *pro forma consolidation of Electric Lightwave into Zayo Group*.

For customers that will continue to be served under the “Allstream” brand, the text of the bill notation will be substantially similar to the following:

On or about [DATE], 2023, Electric Lightwave, LLC d/b/a Allstream and its parent company, Zayo Group, LLC, will undertake an internal corporate consolidation. At that time, Zayo Group, LLC will provide your telecommunications services under the “Allstream” brand. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal consolidation. There is no charge associated with this change. You will continue receive bills from Allstream and we will continue to resolve any issues you may have with your account or service using the same customer support numbers: 1-800-360-4467 (Customer Repair) and 1-866-468-3472 (Customer Support).

We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this internal consolidation will enhance our ability to serve you. We look forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

For customers that will be served under the “Zayo” brand, the text of the bill notation will be substantially similar to the following:

On or about [DATE], 2023, Electric Lightwave, LLC d/b/a Allstream and its parent company, Zayo Group, LLC, will undertake an internal corporate consolidation. At that time, Zayo Group, LLC will provide your telecommunications services under the “Zayo” brand. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal consolidation. There is no charge associated with this change. You will receive bills from Zayo and we will resolve any issues you may have with your account or service using the following customer support number: 866-364-6033.

We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this internal consolidation will enhance our ability to serve you. We look forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

EXHIBIT C

**Colorado and Minnesota Applications
(Excluding Exhibits)**

Morgan Lewis

DATE - STAMP & RETURN

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

September 30, 2022

Via Overnight Delivery

Doug Dean, Director
Colorado Public Utilities Commission
1560 Broadway, Suite 250
Denver, CO 80202

Re: Joint Application of Zayo Group, LLC and Electric Lightwave, LLC (d/b/a Allstream) for Approval to Complete a *Pro Forma* Consolidation

Dear Mr. Dean:

Enclosed for filing with the Commission is an original and three (3) copies of the above-referenced Joint Application for Approval of to Complete a *Pro Forma* Consolidation.

Please date-stamp and return the enclosed extra copy in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

Brett P Ferenchak

Catherine Wang
Brett P. Ferenchak

Counsel for Applicants

RECEIVED
STATE OF COLORADO
PUBLIC UTILITIES COMMISSION
2022 OCT -6 AM 10:22

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004
United States

T +1.202.739.3000
F +1.202.739.3001

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO
 1560 Broadway, Suite 250, Denver, CO 80202
PHONE: 303-894-2000
E-MAIL ADDRESS: www.dora.state.co.us/puc

FOR OFFICIAL USE ONLY DOCKET NO. _____

IN THE MATTER OF THE JOINT APPLICATION OF ELECTRIC LIGHTWAVE, LLC AND ZAYO GROUP, LLC TO EXECUTE A

- TRANSFER OR**
 MERGER OF JURISDICTIONAL TELECOMMUNICATIONS PROVIDERS OR
 ENCUMBRANCE

1. Applicant's Name and Complete Mailing Address (Transferor):

Legal Name	Electric Lightwave, LLC ("Electric Lightwave")
Name (d/b/a) applicant uses in Colorado	Allstream
Mailing Address	18110 SE 34th Street Building One, Suite 100 Vancouver, WA 96383
Regulatory Contact	Douglas Denney
Phone Number	360-558-4318
Fax Number	N/A
E-mail Address	doug.denney@allstream.com

2. Applicant's Name and Complete Mailing Address (Transferee or Lender):

Legal Name	Zayo Group, LLC ("Zayo Group")
Trade Name (d/b/a) applicant uses in Colorado	
Mailing Address	1821 30th Street, Unit A Boulder, Colorado 80301
Regulatory Contact	Lauren Lantero
Phone Number	303-381-3239
Fax Number	N/A
E-mail Address	lauren.lantero@zayo.com

3. Person to Contact for Questions about this Application:

Contact Person	Catherine Wang Brett P. Ferenchak
Mailing Address	Morgan, Lewis & Bockius LLP 1111 Pennsylvania Ave., N.W. Washington, DC 20004
Phone Number	202-739-3000
Fax Number	202-739-3001
E-Mail Address	catherine.wang@morganlewis.com brett.ferenchak@morganlewis.com

4. Application to Execute a Transfer, Merger or Encumbrance:

Read Rule 4 CCR 723-2-2109 before completing this section.

For an encumbrance see Sections 40-15-204 and 40-15-509 C.R.S. Use attachments as necessary.

To request authority to execute a transfer, as defined at 4 CCR 723-2-2101 (b) or as required by Colorado statute, the transferor and transferee shall file a joint application with the Commission not less than 45 days prior to the effective date of the proposed transfer.

If the transferee does not hold a Commission issued certificate of public convenience and necessity to provide local exchange telecommunications services, the transferee shall also provide the information required pursuant to Rule 4 CCR 723-2-2103 and must receive an appropriate grant of authority from the Commission.

5. Application to Execute a Transfer or Merger (Continued):

A. Name under which the transferee is, or shall be, providing service in Colorado, if the transfer is approved.

Following the Pro Forma Consolidation, Zayo Group will use "Zayo Group, LLC" to provide services categories it currently provides but will establish an "Allstream" division that will operate, under the "Allstream" name, those portions of the Electric Lightwave business that provide services, primarily traditional voice services, not currently provided by Zayo Group.

B. Identify the assets, including any certificate, operating authority, or CPCN, or rights including stock obtained under such certificate, operating authority, or CPCN, proposed to be sold, assigned, encumbered, leased or otherwise transferred.

Please see Attachment A for additional information on the proposed Pro Forma Consolidation.

C. Proposed effective date of the transfer (no sooner than 45 days from filing date): **December 31, 2022**

D. Provide a statement of the facts relied upon to show that the proposed transfer is consistent with, and not contrary to, the statements of public policy in 40-15-101, 40-15-501, and 40-15-502, C.R.S.

Please see Attachment A for a description of the proposed Pro Forma Consolidation.

E. If the Application is set for a hearing by the Commission, in which town or city does the applicant prefer the hearing be held? Denver, Colorado

6. Signature and verification (to be completed by all applicants):

By signing this form, joint applicants understand and agree:

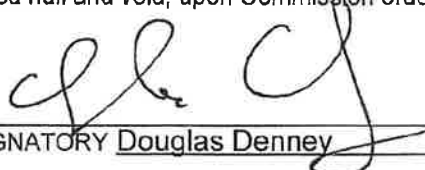
- 1) To answer all questions posed by the Commission or any authorized member of its staff concerning the application, and to permit the Commission or any authorized member of its staff to inspect the applicants' books and records as part of the investigation into the application.
- 2) That filing of the application does not, by itself, constitute authority to execute a transfer. Applicants will not execute the proposed transfer unless and until a Commission decision granting the application is issued.
- 3) That if a transfer is granted, such transfer is conditional upon: a) the existence of applicable, effective tariffs or price lists for relevant services, including any required adoption notices; b) compliance with statutes and all applicable Commission rules; c) the transferor filing an annual report and remitting payment for all amounts due to all applicable funds or support mechanisms for the period up to the effective date of the transfer and d) compliance with any and all conditions established by Commission order.
- 4) If the application to transfer is granted, the joint applicants shall notify the Commission if the transfer is not consummated within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. This notice shall include the docket and decision numbers which approved the transfer.

5. Provider of last resort (POLR). If the Commission has designated either the transferor or the transferee as a POLR, the application shall also include the information required by Commission rule 4 CCR 723-2-2186 relating to relinquishment of POLR designation.

6) That if any portion of the application is found to be false or to contain material misrepresentations, any transfer granted may be deemed null and void, upon Commission order.

Transferor

SIGNATURE



NAME OF SIGNATORY Douglas Denney

DATE

9/27/2022

TITLE VP, Legal & Regulatory

Transferee/Lender

SIGNATURE

NAME OF SIGNATORY Lauren Lantero

DATE

TITLE Corporate Counsel

7. Affidavit: (to be provided by both applicants)

Each applicant shall attach an affidavit signed by an officer, partner, owner, or authorized employee, stating that the contents of this application are true, accurate and correct.

6. Signature and verification (to be completed by all applicants):

By signing this form, joint applicants understand and agree:

- 1) To answer all questions posed by the Commission or any authorized member of its staff concerning the application, and to permit the Commission or any authorized member of its staff to inspect the applicants' books and records as part of the investigation into the application.
- 2) That filing of the application does not, by itself, constitute authority to execute a transfer. Applicants will not execute the proposed transfer unless and until a Commission decision granting the application is issued.
- 3) That if a transfer is granted, such transfer is conditional upon: a) the existence of applicable, effective tariffs or price lists for relevant services, including any required adoption notices; b) compliance with statutes and all applicable Commission rules; c) the transferor filing an annual report and remitting payment for all amounts due to all applicable funds or support mechanisms for the period up to the effective date of the transfer and d) compliance with any and all conditions established by Commission order.
- 4) If the application to transfer is granted, the joint applicants shall notify the Commission if the transfer is not consummated within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. This notice shall include the docket and decision numbers which approved the transfer.

5. Provider of last resort (POLR). If the Commission has designated either the transferor or the transferee as a POLR, the application shall also include the information required by Commission rule 4 CCR 723-2-2186 relating to relinquishment of POLR designation.

6) That if any portion of the application is found to be false or to contain material misrepresentations, any transfer granted may be deemed null and void, upon Commission order.

Transferor

SIGNATURE _____

DATE _____

NAME OF SIGNATORY Douglas Denney TITLE VP, Legal & Regulatory

Transferee/Lender

SIGNATURE *Lauren Lantero*

DATE 9/28/22

NAME OF SIGNATORY Lauren Lantero TITLE General Counsel, Corporate

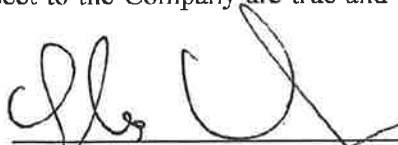
7. Affidavit: (to be provided by both applicants)

Each applicant shall attach an affidavit signed by an officer, partner, owner, or authorized employee, stating that the contents of this application are true, accurate and correct.

STATE OF Oregon §
COUNTY OF Clackamas §
§

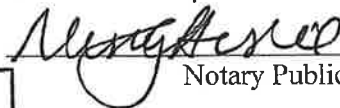
VERIFICATION

I, Douglas Denney, being first fully sworn upon oath, depose and state that I am the Vice President, Legal & Regulatory of Electric Lightwave, LLC d/b/a Allstream and its subsidiaries (collectively, 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 with respect to the Company are true and correct to the best of my knowledge, information, and belief.

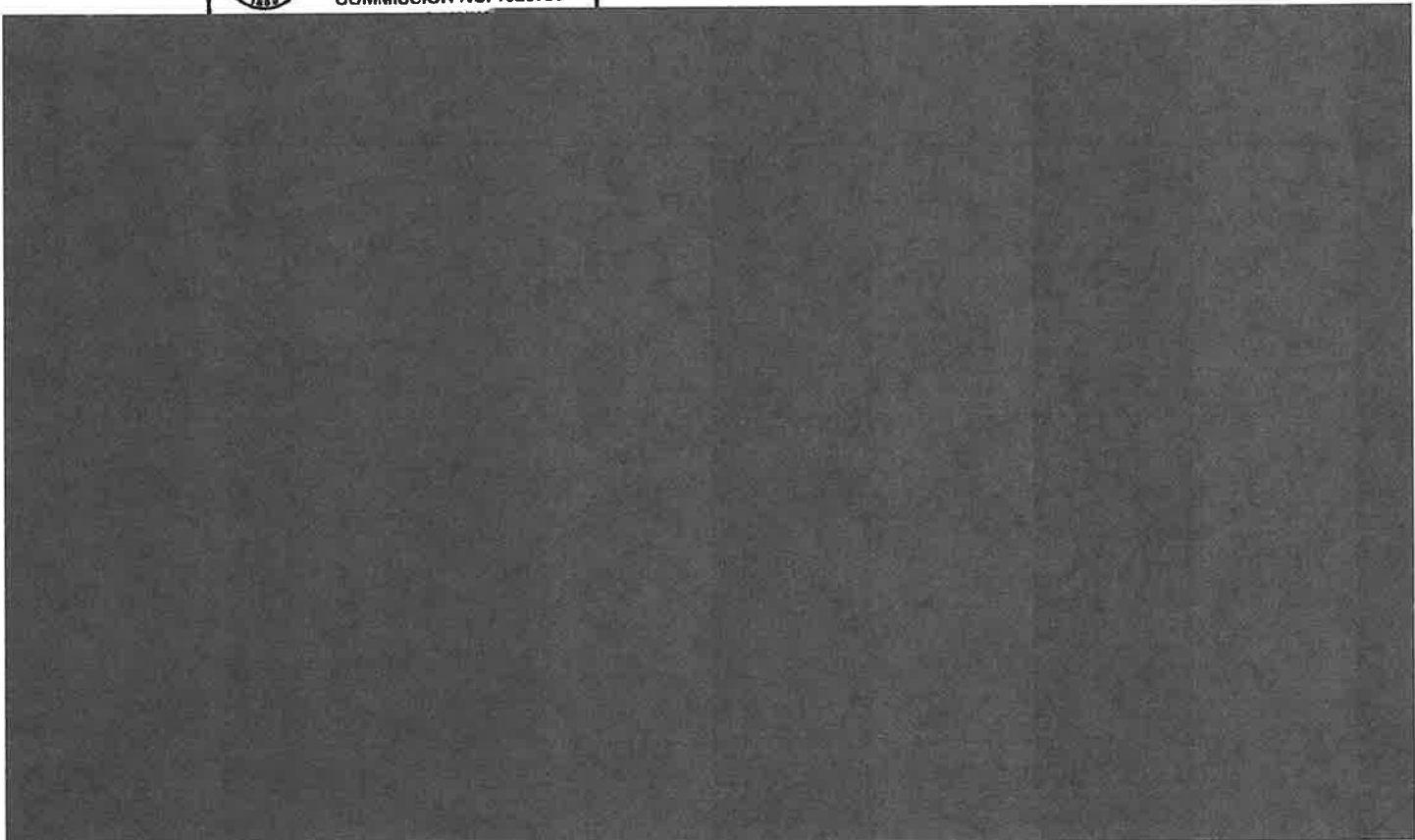


Douglas Denney
Vice President, Legal & Regulatory
Allstream

Sworn and subscribed before me this 27 day of September, 2022.



Notary Public



STATE OF COLORADO

§

COUNTY OF BOULDER

§

§


VERIFICATION

I, Lauren Lantero, being first fully sworn upon oath, depose and state that I am the General Counsel, Corporate 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 with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Lauren Lantero
General Counsel, Corporate
Zayo Group, LLC

Sworn and subscribed before me this 28 day of September, 2022.



Notary Public

My commission expires September 15, 2024



ATTACHMENT A

Description of *Pro Forma Consolidation*

Zayo Group, LLC (“Zayo Group”) and Electric Lightwave, LLC d/b/a Allstream (“Electric Lightwave” and collectively with Zayo Group, “Applicants”) respectfully request Commission approval, to the extent necessary, for Applicants to complete *pro forma* intra-company consolidations of Electric Lightwave and its parent company, Allstream Business US, LLC (“EL-Parent”), into Zayo Group, with Zayo Group remaining as the surviving entity (herein referred to as the “*Pro Forma Consolidations*”). The *Pro Forma Consolidations* are 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, Applicants propose to complete the *Pro Forma Consolidations* as soon as possible with the *pro forma* consolidation of EL-Parent into Zayo Group being completed no later than December 31, 2022.

Applicants also request that the Certificate of Public Convenience and Necessity (“CPCN”) and Letter of Registration (“LOR”), of Electric Lightwave be cancelled effective upon notification that the *pro forma* consolidation of Electric Lightwave into Zayo Group was completed.

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

I. DESCRIPTION OF THE APPLICANTS

Zayo Group and Electric Lightwave are both Delaware limited liability companies. Electric Lightwave is a wholly owned, direct subsidiary of 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 Applicants, 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. The primary telecommunications service offerings of Zayo Group include high-capacity bandwidth services such as private line, Ethernet, and wavelength services.

In Colorado, Zayo Group is authorized to provide local exchange telecommunications services and emerging competitive telecommunications services pursuant to a CPCN and LOR granted by Decision No. C10-1185 issued in Docket No. 10A-581T and transferred to Zayo Group by Decision No. C11- 0426 issued in Docket No. 11A-210T.¹ Zayo Group is also authorized by the Federal Communications Commission (“FCC”) to provide domestic and international telecommunications services in addition to certain point-to-point wireless services.

¹ All services other than switched access services authorized under Zayo Group’s CPCN and LOR have since been deregulated. *See* C.R.S. §§ 40-15-401(1)(b), 40-15-401(1)(e),(k), (n), (o), (s), (t), and 40-15-301.

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 Colorado, Electric Lightwave (1) is authorized to provide local exchange and emerging competitive telecommunications services, including switched access services, pursuant to a CPCN and LoR granted by Decision No. C99-664 in Docket No. 99A-197 as amended and transferred to Electric Lightwave in Decision No C17-1074 in Docket No. 17A-0767T and (2) provides resold interexchange services pursuant to its Registration. Electric Lightwave also is authorized by the FCC to provide domestic and international telecommunications services.

Additional information concerning Zayo's legal, technical, managerial and financial qualifications was submitted to the Commission in connection with various applications for certification and corporate and financial transactions and is therefore already a matter of public record. Applicants request that the Commission take notice of these descriptions of Zayo Group's qualifications and incorporate them by reference herein.

II. DESCRIPTION OF THE *PRO FORMA CONSOLIDATIONS*

In order to simplify its corporate structure, Zayo Group is undertaking certain *pro forma* intra-company transactions, including the consolidations of EL-Parent and Electric Lightwave into Zayo Group. The *Pro Forma Consolidations* are expected to result from the mergers of EL-Parent and Electric Lightwave with and into Zayo Group, whereupon the separate existence

of EL-Parent and Electric Lightwave will cease, and Zayo Group will be the surviving entity.²

Exhibit A contains diagrams of the corporate structure of Applicants before and after the *Pro Forma Consolidations*.

Upon completion of the *Pro Forma Consolidations*, Zayo Group will establish an “Allstream” division that will continue to operate those portions of the Electric Lightwave business that provide services, primarily traditional voice services, not currently provided by Zayo Group. The Allstream division will utilize the management and operations personnel that currently operate Electric Lightwave. A sample of the notice that will be sent to customers of Electric Lightwave regarding the *Pro Forma Consolidations* is provided in **Exhibit B**.

Applicants also request that the CPCN and LOR of Electric Lightwave be cancelled effective upon notification that the *pro forma consolidation* of Electric Lightwave into Zayo Group was completed. Zayo Group, however, will adopt Electric Lightwave’s switched access tariff.

III. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the *Pro Forma Consolidations* described herein are in the public interest. The *Pro Forma Consolidations* will simplify the Company’s existing corporate structure and the Company’s business will be more efficient from a management, operations, regulatory, accounting, financial and customer perspective, thereby 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 Consolidations* will be seamless to customers and will not result in any change in their services. Zayo Group will utilize the familiar “Allstream” brand

² Depending on the timing of regulatory approvals, these mergers may be completed in short

with respect to the affected customers that receive services, primarily traditional voice services, not currently provided by Zayo Group. The remaining affected customers will be served under the “Zayo” brand. Regardless, the rates, terms and conditions of their services will not change as a result of the *Pro Forma Consolidations*.

Finally, there will be no change in the managerial qualifications of the telecommunications provider serving the customers affected by the *Pro Forma Consolidations* since the managerial and operations personnel that currently operate Electric Lightwave will continue to operate a portion of the Allstream business as a separate division within Zayo Group and the remaining operations will be overseen by Zayo Group’s existing experienced management and operations personnel.

IV. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Application no later than at a Commission Weekly Meeting scheduled in November.

succession or separated by weeks or months.

Ferenchak, Brett P.

From: Efiling.Admin@state.mn.us
Sent: Friday, September 30, 2022 4:25 PM
To: Ferenchak, Brett P.
Subject: MN eFiling Confirmation

[EXTERNAL EMAIL]

Submission number 20229-189436 has been accepted and public documents in this submission are now available via eDockets.

Thank you for using the eFiling application.

[Print](#)[Close](#)**Document Upload Confirmation****Submission Information****Submission Number:** 20229-189436**Submission Date/Time:** 09/30/2022 02:32 PM**Filer Information****Filer:** Ferenchak, Brett**Company:** Morgan, Lewis & Bockius LLP**Email:** brett.ferenchak@morganlewis.com**Phone Number:** 202-373-6697**Document Information****Document Date:** 09/30/2022**Document Type:** Initial Filing**On Behalf Of:** Zayo Group, LLC and Electric Lightwave, LLC (d/b/a Allstream)**Service List Information**

Docket #	List Name
Not Specified	BPF Initial Service List

Uploaded Documents Information

Selected Document	Classification	Additional Information
PUBLIC - Zayo Group_Electric Lightwave Minnesota Consolidation Application.pdf	Public	Joint Application of Zayo Group, LLC and Electric Lightwave, LLC dba Allstream for Approval to Complete a Pro Forma Consolidation
TRADE SECRET - Zayo Group_Electric Lightwave Minnesota Consolidation Application.pdf	Trade Secret	Joint Application of Zayo Group, LLC and Electric Lightwave, LLC dba Allstream for Approval to Complete a Pro Forma Consolidation

Electronic Service

Last Name	First Name	Email	Company Name	Delivery Method	View Trade Secret
Chavez	Linda	linda.chavez@state.mn.us	Department of Commerce	Electronic Service	No
Commerce Attorneys	Generic Notice	commerce.attorneys@ag.state.mn.us	Office of the Attorney General-DOC	Electronic Service	No
Seuffert	Will	Will.Seuffert@state.mn.us	Public Utilities Commission	Electronic Service	No

[CSV](#) | [Excel](#) | [PDF](#)[Print](#)[Close](#)

Morgan Lewis

Catherine Wang

Brett P. Ferenchak

catherine.wang@morganlewis.com

brett.ferenchak@morganlewis.com

September 30, 2022

**PUBLIC DOCUMENT –
TRADE SECRET INFORMATION EXCISED**

Via E-Filing

Will Seuffert, Executive Secretary
Minnesota Public Utilities Commission
121 Seventh Place East, Suite 350
St. Paul, MN 55101-2147

Re: Joint Application of Zayo Group, LLC and Electric Lightwave, LLC (d/b/a Allstream) for Approval to Complete a *Pro Forma* Consolidation

Dear Executive Secretary Seuffert:

This letter transmits the **Public Version** of the above-referenced Joint Application. Please note that Exhibit C - Financial Statements of Holdings contains sensitive business information constituting trade secrets under Minnesota Statutes § 13.37 ("Trade Secret Information"). Accordingly, the Trade Secret Information is being submitted only with the **Non-Public Version** of the Joint Application and has been excised from the **Public Version** of the Joint Application. The Applicants have taken necessary measures to prevent disclosure of such Trade Secret Information to competitors. Unrestricted availability of the details of the Trade Secret Information would provide competitors with key knowledge regarding the Applicants' business and finances that would otherwise be unavailable and could place the Applicants at a significant competitive disadvantage. Trade secret treatment of Exhibit C is required to avoid commercial and competitive injury.

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

Respectfully submitted,



Catherine Wang
Brett P. Ferenchak

Counsel for Applicants

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
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United States

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F +1.202.739.3001

**BEFORE THE STATE OF MINNESOTA
PUBLIC UTILITIES COMMISSION**

KATIE SIEBEN	CHAIR
JOSEPH K. SULLIVAN	VICE CHAIR
VALERIE MEANS	COMMISSIONER
MATTHEW SCHUERGER	COMMISSIONER
JOHN TUMA	COMMISSIONER

In the Matter of the Joint Application of Zayo)
Group, LLC and Electric Lightwave, LLC for)
Approval to Complete *Pro Forma*) MPUC Docket No: _____
Consolidations)
)

JOINT APPLICATION

Zayo Group, LLC (“Zayo Group”) and Electric Lightwave, LLC d/b/a Allstream (“Electric Lightwave”) and collectively with Zayo Group, “Applicants”), through their undersigned counsel, pursuant to Minn. Stat. Section 237.23, Minn. Stat. Section 237.74, subd. 12, and the rules of the Minnesota Public Service Commission (“Commission”), respectfully request Commission approval, to the extent necessary, for Applicants to complete *pro forma* consolidations of Electric Lightwave and its parent company, Allstream Business US, LLC (“EL-Parent”), into Zayo Group, with Zayo Group remaining as the surviving entity (herein referred to as the “*Pro Forma Consolidation*”). The *Pro Forma Consolidations* 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, Applicants propose to complete the *Pro Forma Consolidations* as soon as possible with the *pro forma* consolidation of EL-Parent into Zayo Group being completed no later than December 31, 2022.

Applicants also request that the Certificates of Authority and tariffs of Electric Lightwave be cancelled effective upon notification by Applicants that the *pro forma* consolidation of Electric Lightwave into Zayo Group was completed. Zayo will file tariffs with respect to the local and long distance services that mirror Electric Lightwave’s existing tariffs.

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

I. DESCRIPTION OF THE APPLICANTS

Zayo Group and Electric Lightwave are both Delaware limited liability companies. Electric Lightwave is a wholly owned, direct subsidiary of 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 Applicants, 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 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. The primary telecommunications service offerings of Zayo Group include high-capacity bandwidth services such as private line, Ethernet, and wavelength services. In Minnesota, Zayo Group holds certificates to provide local exchange, interexchange services, and local niche services granted in

Docket No. P6854/NA-11-103. 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 Minnesota, Electric Lightwave holds certificates to provide local exchange, interexchange and local niche services pursuant to Certificates granted by the Commission in Docket No. P-5643/NA-98-660 and transferred to Electric Lightwave in PA-17-664. Electric Lightwave also is authorized by the Federal Communications Commission (“FCC”) to provide domestic and international telecommunications services.

Additional information concerning Zayo’s legal, technical, managerial and financial qualifications was submitted to the Commission in connection with various Applicants’ certification applications and various corporate and financial transactions and is therefore already a matter of public record. Applicants request that the Commission take notice of these descriptions of Zayo Group’s qualifications and incorporate them by reference herein. In support of Zayo Group’s financial qualifications, the consolidated financial statements of Holdings are attached as **Trade Secret Exhibit C.**

II. DESIGNATED CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this Joint

Application should be directed to the following.

For Applicants:

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius, LLP
1111 Pennsylvania Ave. N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

with copies to:

Lauren Lantero
General Counsel, Corporate
Zayo Group, LLC
1821 30th Street, Unit A
Boulder, CO 80301
303-381-3239
Lauren.lantero@zayo.com

and:

Douglas Denney
Vice President, Legal & Regulatory
Allstream
18110 SE 34th Street
Building One, Suite 100
Vancouver, WA 96383
360-558-4318
doug.denney@allstream.com

III. DESCRIPTION PRO FORMA CONSOLIDATIONS

In order to simplify the Company's corporate structure, Zayo Group is undertaking certain *pro forma* intra-company transactions, including the consolidations of EL-Parent and Electric Lightwave into Zayo Group. The *Pro Forma Consolidations* are expected to result from the mergers of EL-Parent and Electric Lightwave with and into Zayo Group, whereupon the separate existence of EL-Parent and Electric Lightwave will cease and Zayo Group will be the surviving

entity.¹ **Exhibit A** contains diagrams of the corporate ownership structure of Applicants before and after the *Pro Forma Consolidations*.

Upon completion of the *Pro Forma Consolidations*, Zayo Group will establish an “Allstream” division that will continue to operate those portions of the Electric Lightwave business that provide services, primarily traditional voice services, not currently provided by Zayo Group. The Allstream division will utilize the management and operations personnel that currently operate Electric Lightwave.

IV. CONSOLIDATION CHECKLIST

Applicants provide the following responses to the Commission’s “Criteria for Transfer of Control Applications” issued in Docket No. CI-07-192 as well as the Department of Commerce’s checklist.

- a) State that the current transaction will not be completed prior to the Commission’s approval and include a copy of sales agreement.**

Applicants confirm that the *Pro Forma Consolidations* will not be completed prior to the Commission’s approval or determination that Commission approval is not required. There is no agreement associated with the *Pro Forma Consolidations*. Applicants plan to file the appropriate documents (likely Certificates of Merger and any related documents) with the Delaware and Oregon Secretaries of State in order to complete the *Pro Forma Consolidations*. These documents will not be prepared or executed until shortly before the *Pro Forma Consolidations*.

¹ Depending on the timing of regulatory approvals, these mergers may be completed in short succession or separated by weeks or months.

- b) **Attest that the acquiring party has the financial capability to continue to provide service to customers and include a copy of the parties' most recent financial statements.**

Zayo Group will continue to have the financial capability to continue to provide service to its customers upon completion of the *Pro Forma Consolidations*. Zayo Group's most recent financial statements are available in Trade Secret Exhibit C.

- c) **Address any 911 requirements such as filing a new CLEC 911 Plan, notifying 911 agencies, counties, underlying carriers, and other affected parties of changes to an existing 911 ILEC contract or 911 CLEC Plan (e.g., contacts, company names), and providing any required notice to a company's 911 system integrator.**

As there will be no network or NENA ID changes immediately associated with the *Pro Forma Consolidations*, the Applicants will operate under the existing 911 Plan of Electric Lightwave until a 911 Plan for Zayo Group is approved. Zayo Group will prepare a Facilities-Based 911 Plan that incorporates the information currently included in the 911 Plan of Electric Lightwave, and will submit such 911 Plan within 30 days of the *Pro Forma Consolidations*.

- d) **Address the intent of the parties with respect to the assumption or transfer of the parties' interconnection agreements.**

Electric Lightwave has an interconnection agreement with CenturyLink QC, that will be assumed or transferred to Zayo Group pursuant to Section 5.12 of the Interconnection Agreement.

- e) **Set forth the intent of the parties with respect to the release or return of NXX codes to the North American Numbering Plan Administration (NANPA).**

Zayo Group will assume any NXX codes assigned to Electric Lightwave. Zayo Group will comply with all number conservation requirements of NANPA with respect to the NXX codes assigned to Electric Lightwave.

- f) **Set forth whether the existing authority of the acquired company is to be cancelled (i.e., will the entity continue to offer services in Minnesota or will the acquired entity no longer exist), and whether the acquired company names will be used as assumed names by the acquiring company.**

The proposed *Pro Forma Consolidations* will not result in any changes to the services received by customers, including rates, terms, and conditions of service. Each of Electric Lightwave's customers will become a customer of Zayo Group as a result of the *Pro Forma Consolidations*. Further, Zayo Group will provide service to Electric Lightwave's customers pursuant to the same terms and conditions and under the same rates as currently provided. Following the *Pro Forma Consolidations*, Zayo Group will establish an "Allstream" division that will operate, under the "Allstream" name, those portions of the Electric Lightwave business that provide services, primarily traditional voice services, not currently provided by Zayo Group. Zayo Group will provide all other services under its own name.

Since Electric Lightwave will no longer exist upon completion of the *pro forma* consolidation of Electric Lightwave into Zayo Group, the Certificate of Electric Lightwave should be cancelled effective upon completion of that *pro forma* consolidation.

- g) **Describe who is responsible for filing Minnesota jurisdictional annual reports or making other regulatory filings following the close of the transaction (jurisdictional annual reports are to be filed for any portion of a calendar years that the acquired company was in existence), and which party will pay any outstanding regulatory fees of the acquired company;**

Upon completion of the *Pro Forma Consolidations*, Zayo Group will be responsible for Electric Lightwave's regulatory filings and fees as part of Zayo Group. Zayo Group will pay any outstanding regulatory fees that Zayo Group or Electric Lightwave may have.

h) Describe the parties' customer notification plans.

Customers whose contracts require notice of the *Pro Forma Consolidations* will receive a notice substantially in the form of **Exhibit B**.

i) Describe the anticipated tariff changes or include a statement that no tariff changes are necessary.

Electric Lightwave primarily serves its customers pursuant to individual contracts that will be assumed by Zayo Group following the *Pro Forma Consolidations*. For services to be provided by the "Allstream" division, Zayo Group will adopt the tariffs of Electric Lightwave or, to the extent necessary, revise Electric Lightwave's tariffs to reflect Zayo Group's legal name and assumed name. Other services will be provided under Zayo's existing tariffs.

j) State that the parties agree to file with the Commission a notice of closing within 20 days of the completion of the transaction.

Zayo Group agrees to file a notice of completion within 20 days of the completion of the *pro forma* consolidation of Electric Lightwave into Zayo Group. Applicants request that Electric Lightwave's Certificates be cancelled effective upon receipt of the notice.

k) Address Telephone Assistance Plan (TAP) questions:

1) Do any of the affected companies have customers enrolled in the TAP?

No.

2) If yes, does the transaction alter the company providing service to any TAP customers?

Not applicable.

3) If yes, which companies will be filing TAP reports after the transaction closes?

Not applicable.

- 4) **If yes, what is the name and phone number of the TAP contact person?**

Not applicable.

- 5) **If yes, with what frequency (monthly or quarterly) will the TAP reports be filed? If the frequency of filing TAP reports after the transaction is different than the frequency before the transaction, show how the data of the companies is reconciled to validate that proper reimbursement from the TAP fund is requested.**

Not applicable.

- 6) **The acquired company should commit to filing a final TAP report indicating the number of local Electric Lightwave lines it served and the amount of TAP surcharge revenues and deposits made upon the closing of the acquisition transaction.**

Not applicable.

- 7) **The acquiring company, in its next TAP report, should explain how the number of Electric Lightwave lines changed as a result of the acquisition activity and describe any potential discrepancies between the number of Electric Lightwave lines reported and the amount of TAP surcharge revenues reported.**

Not applicable. The number of access lines will not change as a result of the *Pro Forma Consolidations*. Zayo Group will continue to make all required filings as a collector and remitter of the TAP surcharge.

- l) **Describe the projected impact on employees of each company involved in the proposed transaction.**

Electric Lightwave does not have any employees, but utilizes employees of Allstream Business US, LLC. The *Pro Forma Consolidations* is not projected to materially impact the Minnesota employees of Allstream Business US, LLC or Zayo Group.

- m) **Discuss how competition will be affected by the proposed transaction.**

Since the *Pro Forma Consolidations* is an internal pro forma transaction, competition will not be affected.

- n) **Explain how broadband deployment will be impacted by the proposed transaction.**

This *Pro Forma Consolidations* is not expected to impact broadband deployment.

- o) **Explain plans for filing 911/TAP/TAM monthly service fee for wired telephone service reports.**

After the *Pro Forma Consolidations*, Zayo Group will fill all required monthly service fees for wired telephone service reports, as applicable.

V. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the *Pro Forma Consolidations* described herein are in the public interest. The *Pro Forma Consolidations* will simplify the Company's existing corporate structure and the Company's business will be more efficient from a management, operations, regulatory, accounting, financial and customer perspective since the *Pro Forma Consolidations* will reduce the Company's reporting and accounting burdens and provide 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 Consolidations* will be seamless to customers and will not result in any change in their services. Zayo Group will utilize the familiar "Allstream" brand with respect to the affected customers that receive services, primarily traditional voice services, not currently provided by Zayo Group. The remaining affected customers will be served under the "Zayo" brand. Regardless, the rates, terms and conditions of their services will not change as a result of the *Pro Forma Consolidations*.

Finally, there will be no change in the managerial qualifications of the telecommunications provider serving the customers affected by the *Pro Forma Consolidations* since the managerial and operations personnel that currently operate Electric Lightwave will continue to operate the Allstream business as a separate division within Zayo Group.

VI. CONCLUSION

WHEREFORE, for the reasons set forth above, Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Application, authorizing (1) Applicants to complete the *Pro Forma Consolidations* as described herein and (2) the cancellation of the Certificates of Electric Lightwave upon notice that the *pro forma* consolidation of Electric Lightwave into Zayo Group was completed.

Respectfully submitted,

/s/ Brett P. Ferenchak

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius, LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

Counsel for Applicants

Dated: September 30, 2022

VERIFICATIONS

STATE OF COLORADO §
 §
COUNTY OF BOULDER §


VERIFICATION

I, Lauren Lantero, state that I am the General Counsel, Corporate 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 with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Lauren Lantero
General Counsel, Corporate
Zayo Group, LLC

Sworn and subscribed before me this 28 day of September, 2022.



Notary Public

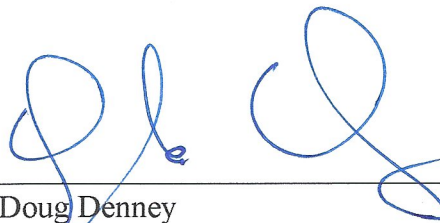
My commission expires September 15, 2024



STATE OF OREGON §
 §
COUNTY OF CLACKAMAS §

VERIFICATION

I, Doug Denney, state that I am the Vice President, Legal & Regulatory of Electric Lightwave, 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 with respect to the Company are true and correct to the best of my knowledge, information, and belief.



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

Sworn and subscribed before me this 29 day of Sept, 2022.



Notary Public

My commission expires June 06, 2026

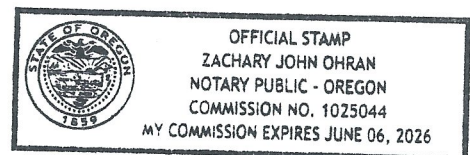


EXHIBIT D

Colorado and Minnesota Approvals

Decision No. C22-0733

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

PROCEEDING NO. 22A-0428T

IN THE MATTER OF THE JOINT APPLICATION OF ELECTRIC LIGHTWAVE, LLC (A.K.A. INTEGRA TELECOM) AND ZAYO GROUP, LLC TO EXECUTIVE A TRANSFER OR MERGER OF JURISDICTIONAL TELECOMMUNICATION PROVIDERS TO COMPLETE A PRO FORMA CONSOLIDATION.

**COMMISSION DECISION
APPROVING JOINT TRANSFER**

Mailed Date: November 18, 2022

Adopted Date: November 16, 2022

I. BY THE COMMISSION

A. Statement

1. This matter comes before the Commission for consideration of a Joint Application filed by Zayo Group, LLC (Zayo Group) and Electric Lightwave, LLC doing business as Allstream (Electric Lightwave) (Electric Lightwave collectively, the Applicants), on October 6, 2022.

2. The Applicants request Commission authorization for the *pro forma* intracompany consolidations of Electric Lightwave and its parent company, Allstream Business US, LLC (Parent), into Zayo Group, with Zayo Group remaining as the surviving entity. The *pro forma* intracompany consolidation of Parent into Zayo Group is to be completed no later than December 31, 2022.

3. Applicants also request that the Certificate of Public Convenience and Necessity (CPCN) and Letter of Registration (LOR) of Electric Lightwave be canceled, following notification of the completed *pro forma* intracompany consolidation of Electric Lightwave into Zayo Group.

4. We will construe this filing as an application for approval of the *pro forma* intracompany consolidation of the Commission-issued telecommunications authorities held by the Licensees pursuant to 4 *Code of Colorado Regulations* 723-2-2110 of the Commission's Rules Regulating Telecommunications Services and Providers of Telecommunications Services.

5. Zayo Bandwidth, LLC was granted a CPCN and acquired a LOR to provide local exchange telecommunications services and emerging competitive telecommunications services in Proceeding No. 10A-581T by Decision No. C10-1185 on October 6, 2010. Zayo Bandwidth, LLC transferred its Commission issued authorities to Zayo Group on April 20, 2011, in Proceeding No. 11A-210T by Decision No. C11-0426. Zayo Group holds Federal Communications Commission (FCC) authority to provide domestic interstate and international telecommunications services and certain point-to-point wireless services.

6. Electro-Tel, Inc. was granted a CPCN and acquired a LOR to provide local exchange telecommunications services and emerging competitive telecommunications services in Proceeding No. 99A-197 by Decision No. C99-664 on June 1, 2005. Electro-Tel, Inc. transferred its Commission-issued authorities to Electric Lightwave in Proceeding No. 17A-0767T by Decision No. C17-1074. Electric Lightwave holds FCC authority to provide domestic interstate and international telecommunications services.

7. Allstream Business US, LLC (EL Parent), is the direct corporate parent of Electric Lightwave and a subsidiary of Zayo Group. EL Parent does not hold Commission issued authority.

8. Applicants, therefore, request Commission authorization to complete the *pro forma* intracompany consolidation of EL Parent and Electric Lightwave into Zayo Group.

9. On October 10, 2022, a notice of the Joint Application was provided to all persons, firms, or corporations interested in or affected by the grant or denial of the requested relief. Interventions were due on or before November 9, 2022. No interventions were filed.

B. Discussion

10. The Commission has jurisdiction over this Joint Application pursuant to §§ 40-5-105, 40-15-04, and 40-15-303, C.R.S.

11. The application contains all of the information required by the applicable Commission Rules and is therefore deemed complete.

12. The application is unopposed and therefore may be considered without a formal hearing, pursuant to § 40-6-109(5), C.R.S.

13. Applicants request Commission approval of the pro forma intracompany consolidations of EL Parent and Electric Lightwave into Zayo Group. Zayo Group does hold Commission issued authorities.

14. The application represents that the Consolidation will simplify the Company's existing corporate structure and business will be more efficient from management and operations, become a stronger competitor, and ultimately benefit the consumers. The *pro forma* intracompany consolidation will be seamless for customers and will not result in any change in their services.

15. Applicants are competitive providers with Commission issued authority. Except for limited circumstances (such as for providers that are recipients of state high-cost support and for the provision of basic emergency services), certifications to provide basic local exchange services are no longer regulated by the Commission. See § 40-15-401(1)(b), C.R.S. Similarly, the provision of any other emerging competitive services such as advanced features, premium

services, intraLATA toll, non-optional operator services, and private line services, except switched access services and basic emergency services, are no longer regulated by the Commission. *See* §§ 40-15-401(1)(e),(k),(n),(o),(s),(t), C.R.S. Consequently, the Commission does not have authority to approve the transfers of the CPCNs or those parts of the LORs addressing advanced features, premium services, intraLATA toll, non-optional operator services, and private line services.

16. Switched access services and the provision of basic emergency services have not been deregulated. As a result, we have the authority to review and approve/deny the transfers and encumbrances of the part of authorities held by providers that address those services.

17. We remind applicants that public utilities remain subject to Commission oversight that includes but is not limited to, reporting and payment obligations to the Colorado High-Cost Support Mechanism and the Telecommunications Relay Services Program.

18. We find that the proposed *pro forma* intracompany consolidation of the telecommunications authorities held by the Applicants is not contrary to the public interest and therefore grant the Joint Application for transfer of control to that extent. The Joint Application recognizes the Commission's jurisdiction as it now exists. Entities that hold Commission issued authorities remain obligated to comply with any applicable requirements or regulations as stated in Article 15 of Title 40.

II. ORDER

A. The Commission Orders That:

1. The Joint Application to transfer Zayo Group, LLC and Electric Lightwave, LLC doing business as Allstream on October 6, 2022, is deemed complete. The request to complete a *pro forma* intracompany consolidation of the Commission issued authority held by Electric Lightwave, LLC is granted.

2. Zayo Group and Electric Lightwave or their authorized representatives shall jointly notify the Commission if the transfer has been terminated or is not completed within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. The notice shall include the proceeding and decision numbers which granted the authority to execute the transfer.

3. Within 30 days of the completion of the transaction, Applicants shall file an Adoption Notice of Electric Lightwave, LLC's existing access tariffs on file with the Commission, by Zayo Group, LLC. The Adoption Notice shall include the Decision Number in this Proceeding.

4. Following the transfer of Electric Lightwave, LLC's customers and a notification filed in this proceeding that this transfer has been completed, Applicants shall file an updated Statement of Information (SOI) reflecting the discontinuance and relinquishment of Commission issued authorities.

5. The 20-day period provided for in § 40-6-114, C.R.S., within which to file applications for rehearing, reargument, or reconsideration begins on the first day following the effective date of this Decision.

6. This Decision is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
November 16, 2022.**

(S E A L)



ATTEST: A TRUE COPY

A handwritten signature in cursive script that reads "Doug Dean".

Doug Dean,
Director

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

ERIC BLANK

JOHN GAVAN

MEGAN M. GILMAN

Commissioners

BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

Katie J. Sieben
Valerie Means
Matthew Schuerger
Joseph K. Sullivan
John A. Tuma

Chair
Commissioner
Commissioner
Commissioner
Commissioner

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

SERVICE DATE: October 25, 2022

DOCKET NO. P-6854,5643/PA-22-517

In the Matter of a Petition Filed by Zayo Group, LLC and Electric Lightwave, LLC dba Allstream for Approval to Consolidate Electric Lightwave, and its Parent Company, Allstream Business US, LLC, into Zayo Group, LLC

The above entitled matter has been considered by the Commission and the following disposition made:

- 1. Approved the September 30, 2022 petition for Consolidation in the current docket.**
- 2. Approved the cancellation of the certificate of authority held by Electric Lightwave upon completion of the Consolidation.**
- 3. The Licensee, Zayo Group, will operate under its existing certificate of authority.**
- 4. The petitioners shall inform the Commission that the proposed Transaction has closed within 20 days of its consummation.**
- 5. Zayo Group shall continue to file jurisdictional annual reports and pay regulatory assessments and fees.**
- 6. The Licensees shall notify affected customers of the change in their service provider including the transfer of any customer service agreements. The petitioners shall add the contact information for the Minnesota Public Utilities Commission (including email address and phone numbers) to the customer notice.**
- 7. The petitioners shall make any necessary updates to their currently outstanding 911 plans and interconnection agreements.**

8. The Licensee, Zayo group shall file a revised tariff, adopting the tariffs of Electric Lightwave or, to the extent necessary, revise Electric Lightwave's tariffs to reflect Zayo Group's legal name and assumed name.

This decision is issued by the Commission's consent calendar subcommittee, under a delegation of authority granted under Minn. Stat. § 216A.03, subd. 8 (a). Unless a party, a participant, or a Commissioner files an objection to this decision within ten days of receiving it, it will become the Order of the full Commission under Minn. Stat. § 216A.03, subd. 8 (b).

The Commission agrees with and adopts the recommendations of the Department of Commerce, which are attached and hereby incorporated into the Order. This Order shall become effective immediately.

BY ORDER OF THE COMMISSION



Will Seuffert
Executive Secretary



To request this document in another format such as large print or audio, call 651.296.0406 (voice). Persons with a hearing or speech impairment may call using their preferred Telecommunications Relay Service or email consumer.puc@state.mn.us for assistance.

October 11, 2022

PUBLIC DOCUMENT

Will Seuffert
Executive Secretary
Minnesota Public Utilities Commission
121 7th Place East, Suite 350
St. Paul, Minnesota 55101-2147

RE: PUBLIC Comments of the Minnesota Department of Commerce
Docket No. P6854, P5643/PA-22-517

Dear Mr. Seuffert:

Attached are the **PUBLIC** comments of the Minnesota Department of Commerce (Department) in the following matter: Petition filed by Zayo Group, LLC and Electric Lightwave, LLC dba Allstream for approval to consolidate Electric Lightwave, and its parent company, Allstream Business US, LLC, into Zayo Group, LLC.

In the Matter of the petition filed on September 30, 2022 by:

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

The Department recommends **approval** and is available to answer any questions the Commission may have.

Sincerely,

/s/ DIANE DIETZ
Public Utilities Analyst

DD/ar
Attachment



Before the Minnesota Public Utilities Commission

PUBLIC Comments of the Minnesota Department of Commerce

Docket No. P6854, P5643/PA-22-517

I. BACKGROUND

In its September 30, 2022 filing, Zayo Group, LLC and Electric Lightwave, LLC dba Allstream petitioned for approval to consolidate Electric Lightwave, and its parent company, Allstream Business US, LLC, into Zayo Group, LLC.

II. THE APPLICANTS

A. *ELECTRIC LIGHTWAVE, LLC DBA ALLSTREAM*

Electric Lightwave dba Allstream (Electric Lightwave) is currently a subsidiary of EL-Parent and a wholly owned, direct subsidiary of Zayo Group, LLC. Electric Lightwave provides telecommunications services primarily in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington. These services include, but are not limited to, facilities based local, resold long distance, Internet, broadband transport and data services. Electric Lightwave currently operates under a certificate of authority to provide facilities based and resold local, long distance and local niche services, which was originally granted to Electric Lightwave's predecessor, Scott-Rice Telecommunications, Inc. in the Commission's August 12, 1998 Order in Docket No. P5643/NA-98-660. Scott-Rice Telecommunications, Inc. received approval to change its name to Integra Telecom of Minnesota, Inc. in the Commission's November 23, 1998 Order in Docket No. P5643/M-98-1340. Integra Telecom of Minnesota, Inc. then received approval to merge, along with Eschelon Telecom of Minnesota, Inc., into Electric Lightwave, LLC as part of a complete Pro Forma Internal Consolidation in the Commission's November 1, 2017 Order in Docket No. P5643, P5423, P5340/PA-17-664.

B. *ZAYO GROUP, LLC*

Zayo Group, LLC (Zayo Group) is a subsidiary of Zayo Group Holdings, Inc. (Holdings, and together with its subsidiaries, including the Applicants, the Company). 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. The primary telecommunications service offerings of Zayo Group include high-capacity bandwidth services such as private line, Ethernet and wavelength services. Zayo Group currently operates under a certificate of authority to provide facilities based and resold local, long distance, and local niche services granted by the Commission in its March 7, 2011 Order in Docket No. P6854/NA-11-103. Zayo Group is authorized by the Federal Communications Commission (FCC) to provide domestic and international telecommunications services in addition to certain point-to-point wireless services.

III. THE PROPOSED TRANSACTION

In order to simplify the Company's corporate structure, Zayo Group is seeking the consolidation of EL-Parent and Electric Lightwave into Zayo Group. The merger of EL-Parent and Electric Lightwave with and into Zayo Group will result in the separate existence of EL-Parent and Electric Lightwave to cease and Zayo Group will be the surviving Licensee.¹

Upon completion of the consolidations, Zayo Group will establish an "Allstream" division that will continue to operate those portions of the Electric Lightwave business that provide services, primarily traditional voice services, not currently provided by Zayo Group. The Allstream division will utilize the management and operations personnel who currently operate Electric Lightwave.

The corporate organizational charts prior to and after the proposed Transaction are attached to the petitioners September 30, 2022 filing in Exhibit A.

IV. PUBLIC INTEREST

The September 30, 2022 filing describes how the Transaction is in the public interest:

- The petitioners state that "the Pro Forma Consolidations will simplify the Company's existing corporate structure and the Company's business will be more efficient from a management, operations, regulatory, accounting, financial and customer perspective since the Pro Forma Consolidations will reduce the Company's reporting and accounting burdens and provide other operating efficiencies. As a result of the efficiencies and focus, the Company will become a stronger competitor to the ultimate benefit of consumers."²
- The petitioners state "the Pro Forma Consolidations will be seamless to customers and will not result in any change in their services. Zayo Group will utilize the familiar 'Allstream' brand name with respect to the affected customers who receive services, primarily traditional voice services, not currently provided by Zayo Group. The remaining affected customers will be serviced under the 'Zayo' brand name. Regardless, the rates, terms and conditions of their services will not change as a result of the Pro Forma Consolidation."³
- The petitioners state that "there will be no change in the managerial qualifications of the telecommunications provider serving the customers affected by the Pro Forma Consolidations since the managerial and operations personnel that currently operate Electric Lightwave will continue to operate the Allstream business as a separate division within Zayo Group."⁴

¹ See September 30, 2022 petition, pages 4-5.

² See September 30, 2022 petition, page 10.

³ Ibid.

⁴ Ibid.

V. STATEMENTS OF ISSUES

- A. Does the Transaction require Commission approval?
- B. Have the Applicants complied with Minnesota law requiring prior Commission approval of the Transaction?
- C. Should the Licensee's certificate of authority be cancelled, and are there any additional regulatory requirements?

VI. LEGAL REFERENCES

Minn. Stat. § 237.74, subd. 12 provides that no telecommunications carrier shall construct or operate any line, plant, or system, or any extension of it, or acquire ownership or control of it, either directly or indirectly, without first obtaining from the commission a determination that the present or future public convenience and necessity require or will require the construction, operation, or acquisition, and a new certificate of territorial authority.

VII. ANALYSIS

A. *COMMISSION ACTION IS NEEDED FOR THE CONSOLIDATION, SINCE IT INVOLVES A TRANSFER OF CONTROL.*

The Commission has established a consistent precedent of requiring approval for any change of ownership affecting Minnesota telephone companies and telecommunications carriers. Commission approval is required (1) for transactions where the ultimate ownership or control of either a telephone company or telecommunications carrier, authorized to operate in Minnesota, changes, or (2) if the operating company serving Minnesota consumers is affected. Commission approval is not required for corporate reorganizations in which ultimate ownership and control does not change or the operating company is not impacted by the reorganization.⁵

In the current petition, the Licensees providing service to Minnesota consumers is changing, so the Commission should review the Transaction to see if it is in the public interest.

B. *THE PROPOSED CONSOLIDATION APPEARS TO BE IN THE PUBLIC INTEREST.*

The petitioners included, along with the filing, financial statements for their parent company, Zayo Group Holdings, Inc. (Holdings) for the year ending on December 31, 2021. The financial statements show that **[TRADE SECRET DATA HAS BEEN EXCISED]**.

The only impact of the Consolidation on customers is they will be served by a different affiliate (who will be using the Allstream name), but their rates, terms and conditions of service will remain the same

⁵ *In the Matter of an Application for Approval of a Corporate Reorganization by Winstar Wireless, Inc.*, Docket No. P5246/PA-00-925, August 25, 2000.

during the contract term. The Consolidation will not result in any immediate change in rates, terms, and conditions of service, as represented in the Licensee's (i.e., Electric Lightwave) current tariff, and is unlikely to result in any disruption of service to customers of the Licensee.

C. THE APPLICANTS HAVE COMPLIED WITH THE REQUIREMENT FOR PRIOR COMMISSION APPROVAL FOR THE PROPOSED TRANSFER OF CONTROL.

The petitioners have informed the Department that the Consolidation will not be completed prior to the Commission's approval. No violation of Stat. § 237.74, subd. 12 is expected to occur.⁶

D. THE CERTIFICATE OF AUTHORITY FOR THE LICENSEE, ELECTRIC LIGHTWAVE, LLC, SHOULD BE CANCELLED ONCE THE TRANSACTION IS COMPLETE. THE FOLLOWING COMPLIANCE ITEMS HAVE BEEN ADDRESSED.

One of the Minnesota Licensees (Zayo Group) will continue to operate once the Consolidations is complete. The petitioners have requested cancellation of the certificate of authority held by the other Licensee, Electric Lightwave, once the petitioners have fulfilled all the conditions associated with the proposed Transaction.

- The Licensee's will continue to operate under their existing 911 plan until a new 911 plan for Zayo Group is filed, within 30 days of completion of the Consolidation. The new 911 plan will incorporate the information currently included in the Electric Lightwave 911 plan.⁷
- Zayo will assume any NXX codes currently assigned to Electric Lightwave and will comply with all NANPA number conservation requirements.⁸
- Electric Lightwave currently has an interconnection agreement with Qwest Corporation dba CenturyLink, which will be assumed by Zayo Group pursuant to Section 5.12 of the interconnection agreement.⁹
- Electric Lightwave primarily serves its customers pursuant to individual contracts, which will be assumed by Zayo Group. The Licensees will need to notify customers of the change in their service provider including the transfer of any customer service agreements. The petitioners included a proposed customer notice in Exhibit B of their September 30, 2022 filing. The Department recommends that the petitioners add the contact information for the Minnesota Public Utilities Commission (including the email address and phone numbers) to its proposed customer notice.
- Zayo group will adopt the tariffs of Electric Lightwave or, to the extent necessary, revise Electric Lightwave's tariffs to reflect Zayo Group's legal name and assumed name.¹⁰

⁶ September 30, 2022 petition, page 5.

⁷ September 30, 2022 petition, page 6.

⁸ Ibid.

⁹ Ibid.

¹⁰ September 30, 2022 petition, page 8.

- Applicants agree to file a notice of closing within 20 days of the completion of the Plan of Reorganization.¹¹
- The Licensees have no customers enrolled in the TAP program.¹²
- The Licensee (Electric Lightwave) has no Minnesota employees who would be affected by the Transaction.¹³
- The remaining Licensee, Zayo Group, will continue to remit the required 911/TAP/TAM monthly service fees and will continue to file the required reports with the Commission.¹⁴

VIII. COMMISSION ALTERNATIVES

1. Approve the September 30, 2022 petition for Consolidation in the current docket and approve the cancellation of the certificate of authority held by Electric Lightwave upon completion of the Consolidation.
 - The Licensee, Zayo Group, will operate under its existing certificate of authority.
 - The petitioners shall inform the Commission that the proposed Transaction has closed within 20 days of its consummation and Zayo Group shall continue to file jurisdictional annual reports and pay regulatory assessments and fees.
 - The Licensees shall notify affected customers of the change in their service provider including the transfer of any customer service agreements. The petitioners shall add the contact information for the Minnesota Public Utilities Commission (including email address and phone numbers) to the customer notice.
 - The petitioners shall make any necessary updates to their currently outstanding 911 plans and interconnection agreements.
 - The Licensee, Zayo group shall file a revised tariff, adopting the tariffs of Electric Lightwave or, to the extent necessary, revise Electric Lightwave's tariffs to reflect Zayo Group's legal name and assumed name.
2. Approve the transfer of control with modifications.
3. Reject the transfer of control.

IX. RECOMMENDATION

The Department recommends Alternative 1.

¹¹ Ibid.

¹² Ibid.

¹³ September 30, 2022 petition, page 9.

¹⁴ September 30, 2022 petition, page 10.

CERTIFICATE OF SERVICE

I, Robin Benson, hereby certify that I have this day, served a true and correct copy of the following document to all persons at the addresses indicated below or on the attached list by electronic filing, electronic mail, courier, interoffice mail or by depositing the same enveloped with postage paid in the United States mail at St. Paul, Minnesota.

Minnesota Public Utilities Commission ORDER

Docket Number: **P-6854,5643/PA-22-517**

Dated this **25th** day of **October, 2022**

/s/ Robin Benson

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
John	Auerbach	jauerbach@somos.com	NANPA/Somos, Inc.	1800 Sutter St Ste 780 Concord, CA 94502	Electronic Service	No	OFF_SL_22-517_PA-22-517
Linda	Chavez	linda.chavez@state.mn.us	Department of Commerce	85 7th Place E Ste 280 Saint Paul, MN 55101-2198	Electronic Service	No	OFF_SL_22-517_PA-22-517
Generic Notice	Commerce Attorneys	commerce.attorneys@ag.state.mn.us	Office of the Attorney General-DOC	445 Minnesota Street Suite 1400 St. Paul, MN 55101	Electronic Service	Yes	OFF_SL_22-517_PA-22-517
Douglas	Denney	doug.denney@allstream.com	Electric Lightwave, LLC (New)	18110 SE 34th St Bldg One Ste 100 Vancouver, WA 98683-9440	Electronic Service	No	OFF_SL_22-517_PA-22-517
David	Denton	david.denton@state.mn.us	DPS ECN	445 Minnesota Street Suite 137 St. Paul, Minnesota 55101	Electronic Service	No	OFF_SL_22-517_PA-22-517
Pete	Eggimann	PEGGIMANN@MN-MESB.ORG	Metropolitan Emergency Services Board	2099 University Ave W Ste 201 St. Paul, MN 551043431	Electronic Service	No	OFF_SL_22-517_PA-22-517
Brett	Ferenchak	brett.ferenchak@morganlewis.com	Morgan, Lewis & Bockius LLP	1111 Pennsylvania Ave NW Washington, DC 20004-2541	Electronic Service	No	OFF_SL_22-517_PA-22-517
Michelle	Garber	mgarber@usac.org	USAC - Universal Service Administrative Company	2000 L St NW Ste 200 Washington, DC 20036	Electronic Service	No	OFF_SL_22-517_PA-22-517
Lauren	Lantero	lauren.lantero@zayo.com	Zayo Group Holdings, Inc.	1821 30th St Unit A Boulder, CO 80301	Electronic Service	No	OFF_SL_22-517_PA-22-517
Generic Notice	Residential Utilities Division	residential.utilities@ag.state.mn.us	Office of the Attorney General-RUD	1400 BRM Tower 445 Minnesota St St. Paul, MN 551012131	Electronic Service	Yes	OFF_SL_22-517_PA-22-517

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
Will	Seuffert	Will.Seuffert@state.mn.us	Public Utilities Commission	121 7th Pl E Ste 350 Saint Paul, MN 55101	Electronic Service	Yes	OFF_SL_22-517_PA-22-517
Beth	Sprague	bsprague@somos.com	NANPA/Somos, Inc.	2411 Dulles Corner Park Ste 250 Herndon, VA 20171	Electronic Service	No	OFF_SL_22-517_PA-22-517
Dana	Wahlberg	dana.wahlberg@state.mn.us	Department of Public Safety	Town Square Ste 137 444 Cedar St St. Paul, MN 551015126	Electronic Service	No	OFF_SL_22-517_PA-22-517
Catherine	Wang	catherine.wang@morganlewis.com	Morgan, Lewis & Bockius LLP	2020 K Street NW Ste 1100 Washington, DC 20006-1806	Electronic Service	No	OFF_SL_22-517_PA-22-517

VERIFICATION

VERIFICATION

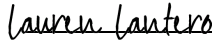
I, Lauren Lantero, General Counsel, Corporate of Zayo Group, LLC and Assistant Secretary, Electric Lightwave, LLC (collectively, the “Company”), declare as follows:

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 26th day of January, 2023, at Boulder County, Colorado.

DocuSigned by:



~~Lauren Lantero~~

General Counsel, Corporate, Zayo Group, LLC
Assistant Secretary, Electric Lightwave, LLC

**CERTIFICATE OF GOOD STANDING
DISTRICT OF COLUMBIA BAR**



*On behalf of JULIO A. CASTILLO, Clerk of the District of Columbia Court of Appeals,
the District of Columbia Bar does hereby certify that*

Brett P Ferenchak

*was duly qualified and admitted on December 10, 1999 as an attorney and counselor entitled to
practice before this Court; and is, on the date indicated below, an Active member in good
standing of this Bar.*

*In Testimony Whereof,
I have hereunto subscribed my
name and affixed the seal of this
Court at the City of
Washington, D.C., on January 10, 2023.*

Julio A. Castillo
JULIO A. CASTILLO
Clerk of the Court

Issued By:

A handwritten signature in black ink, appearing to read "David Chu".

*David Chu - Director, Membership
District of Columbia Bar Membership*

***For questions or concerns, please contact the D.C. Bar Membership Office at 202-626-3475 or email
memberservices@dcbbar.org.***