Morgan Lewis

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

November 1, 2022

Via Alternative E-File and Overnight Courier

Reece McAlister, Executive Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30334

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

Dear Executive Secretary McAlister:

On behalf of Zayo Group, LLC ("Zayo Group") and Electric Lightwave, LLC d/b/a Allstream ("Electric Lightwave" and collectively with Zayo Group, "Applicants"), enclosed for filing is the above-referenced Joint Application. Per the Alternative Electronic Filing Procedures, one (1) copy of this Joint Application is being submitted in paper along with the E-Mail Confirmation page.

Please acknowledge receipt and acceptance of this electronic filing and date-stamp the enclosed extra copy of this filing and return it 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 to Applicant

cc: Leon Bowles, Director of Telecommunications

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
GEORGIA PUBLIC SERVICE COMMISSION

Joint Application of	)	
	)	
Zayo Group, LLC	)	
and	)	
Electric Lightwave, LLC d/b/a Allstream	)	Docket No. _____
	)	
for Approval to Complete *Pro Forma Consolidations*	)	
	)	

APPLICATION

Zayo Group, LLC ("Zayo Group") and Electric Lightwave, LLC d/b/a Allstream ("Electric Lightwave" and collectively with Zayo Group, "Applicants"), by undersigned counsel and pursuant to O.C.G.A. § 46-5-41 and regulations of the Georgia Public Service Commission ("Commission"), respectfully request authority from the Commission, to the extent necessary, 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 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. Following the *Pro Forma Consolidations*, Zayo Group will request that the Certificate of Electric Lightwave be cancelled.

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 Consolidations* as soon as possible with the *pro forma* consolidation of EL-Parent into Zayo Group being completed no later than December 31, 2022.

In support of this Applicant, 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 the 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 and Hawaii. The primary telecommunications service offerings of Zayo Group include high-capacity bandwidth services such as private line, Ethernet, and wavelength services. In Georgia, Zayo Group is authorized to provide: (1) competitive local exchange services pursuant to Certificate No. L-7534; (2) facilities-based interexchange services pursuant to Certificate No. X-1103; and

(3) resold interexchange services pursuant to Certificate No. R-1110. 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 Georgia, Electric Lightwave is authorized to provide resold interexchange services pursuant to Certificate R-0555. 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. DESIGNATED CONTACTS

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

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 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

[1] Depending on the timing of regulatory approvals, (1) these mergers may be completed in short succession or separated by weeks or months and (2) prior to the merger of Electric Lightwave with and into Zayo Group, certain assets and customers of Electric Lightwave may be assigned to Zayo Group.

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.**

As noted above, upon completion of the *Pro Forma Consolidations,* Electric Lightwave will no longer exist as a separate corporate entity and Zayo Group will request that Electric Lightwave's Certificate be cancelled by the Commission.

IV. 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.

V. CONCLUSION

WHEREFORE, for the reasons set forth above, Applicants request the Commission approve this Application and grant all authority necessary for the Applicants to undertake the *Pro Forma Consolidations* as described herein.

Respectfully submitted,



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: November 1, 2022

List of Exhibits

Exhibit A Diagrams of the Current and Post-*Pro Forma Consolidations* Corporate Organization Structures

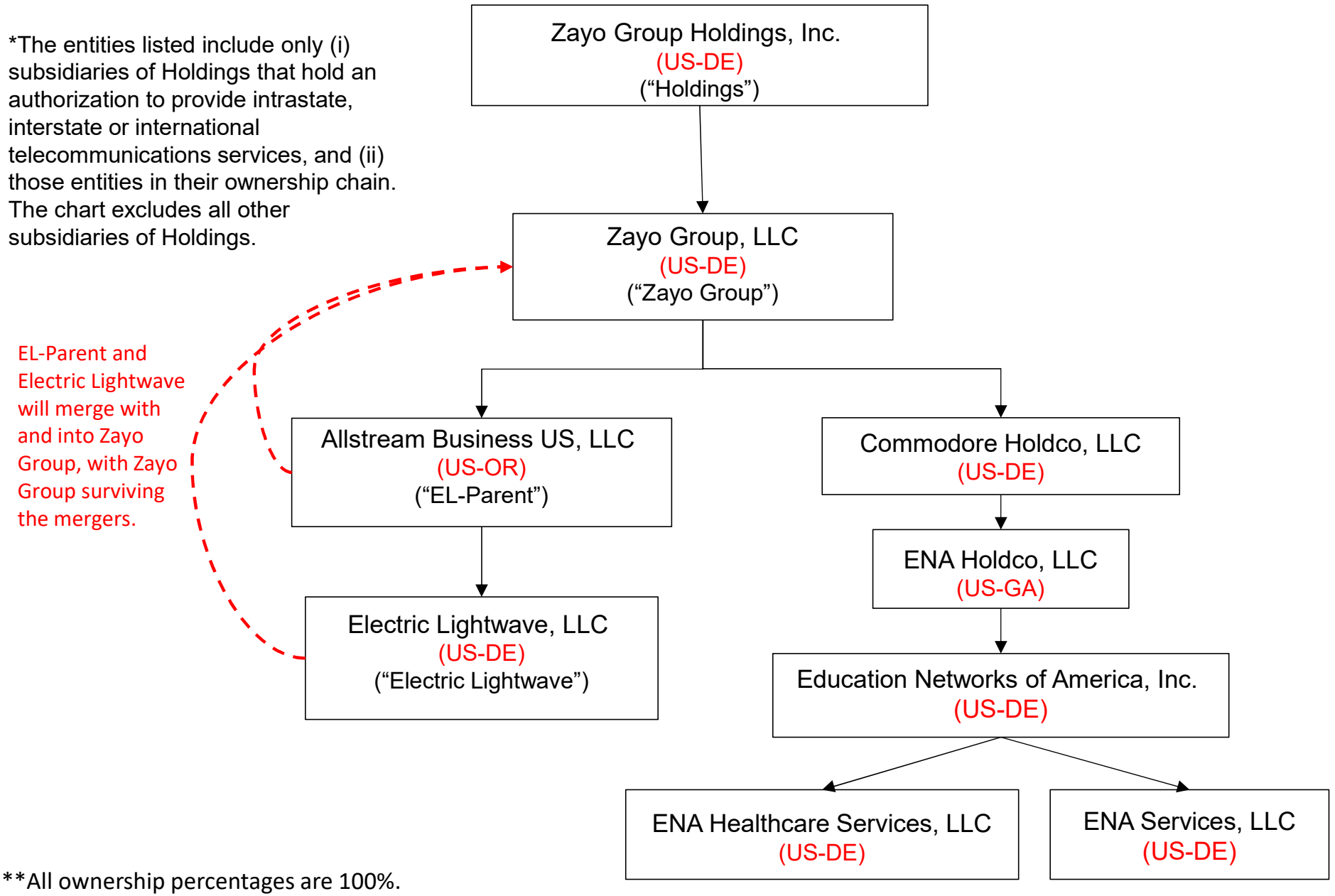
Exhibit B Sample Customer Notice

Exhibit A

Diagrams of the Current and Post-*Pro Forma Consolidations* Corporate Organization Structures

CURRENT OWNERSHIP STRUCTURE AND DEPICTION OF *PRO FORMA CONSOLIDATIONS*

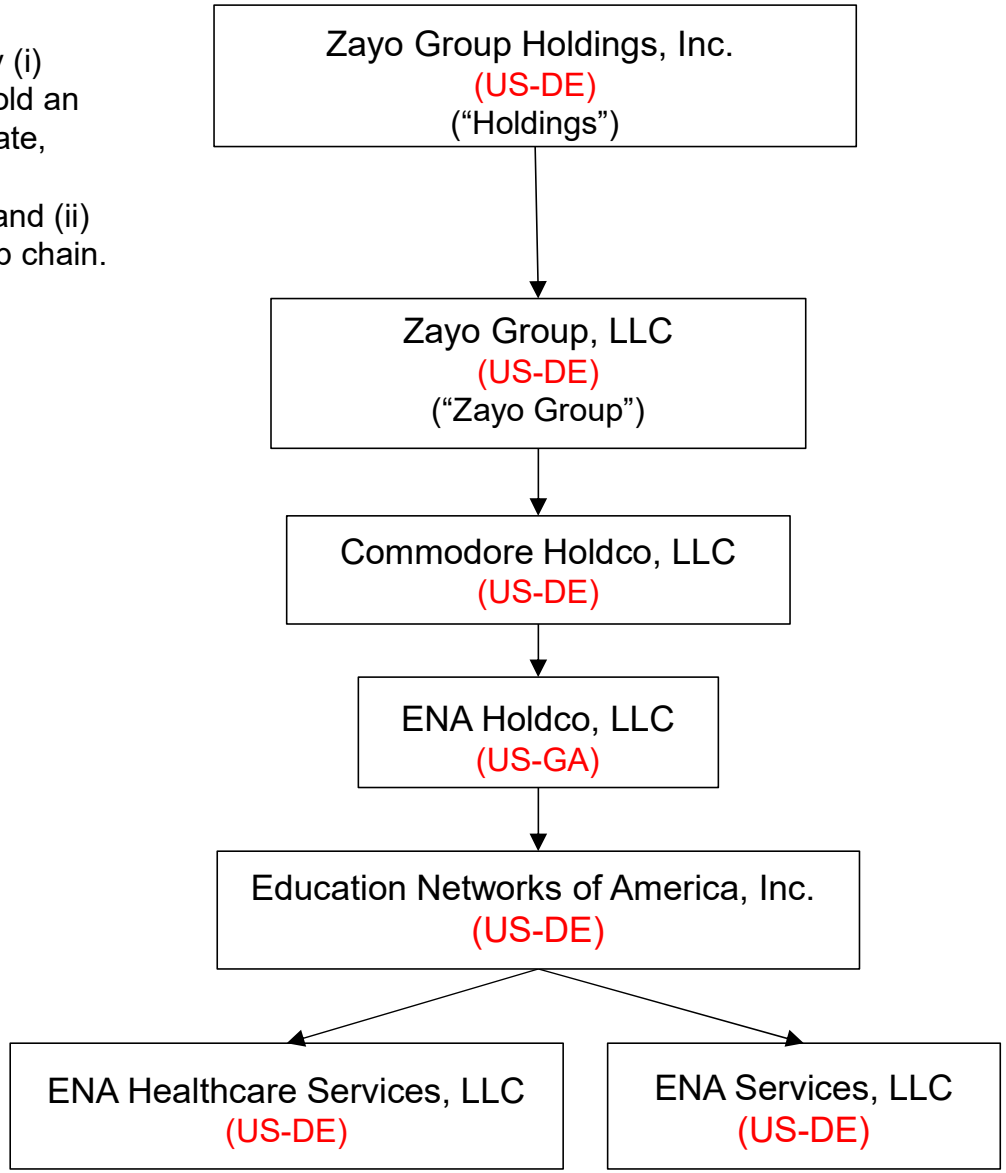
*The entities listed include only (i) subsidiaries of Holdings that hold an authorization to provide intrastate, interstate or international telecommunications services, and (ii) those entities in their ownership chain. The chart excludes all other subsidiaries of Holdings.



**All ownership percentages are 100%.

POST-*PRO FORMA CONSOLIDATIONS* 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 Consolidations* through a bill notation. The notice will be provided to customers in their bill issued at least 30 days prior to the *Pro Forma Consolidations*.

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 December 31, 2022, 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 December 31, 2022, 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.

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

SABINE VIOLA PERCARPIO
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20164035789
MY COMMISSION EXPIRES SEPTEMBER 15, 2024

GA

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

OFFICIAL STAMP
ZACHARY JOHN OHRAN
NOTARY PUBLIC - OREGON
COMMISSION NO. 1025044
MY COMMISSION EXPIRES JUNE 06, 2026

GA