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January 16, 2026

Via E-Filing

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

Re: Notice Regarding (1) a *Pro Forma* Assignment of Certain Assets of Zayo Group, LLC to Zayo Network Services, LLC and (2) Zayo Network Services, LLC's Participation in Certain Financing Arrangements

Dear Secretary Tanner:

Zayo Group, LLC ("Zayo Group") and its subsidiary Zayo Network Services, LLC ("Zayo-NS") (together, the "Parties"), by undersigned counsel, notify the Georgia Public Service Commission (the "Commission") of (1) the planned *pro forma* assignment of certain assets of Zayo Group to Zayo-NS (the "*Pro Forma* Assignment"), including the planned *pro forma* assignment of certain customers from Zayo Group to Zayo-NS, and (2) that Zayo-NS plans to participate in certain Financing Arrangements (as defined below). As described below, this Notice relates to Zayo Group's business plan to implement an internal restructuring which will organize certain of its network and high-capacity bandwidth and enterprise operations into Zayo-NS.

The Parties respectfully submit that Commission approval is not required for the *Pro Forma* Assignment described herein.[1] Moreover, the Financing Arrangements described herein qualify for exemption from the approval requirements pursuant to O.C.G.A. § 46-2-28.[2]

[1] *See* Georgia Public Service Commission Telecommunications Unit Financing Authority Requirements and Procedures (Rev. July 28, 2021). *See also Joint Application of Georgia Public Web, Inc. and Accelecom GA LLC for Approval to Assign Certain Assets*, Docket No. 13145 (dated Jul. 7, 2022) (stating that "no further action by the Commission is required" in connection with the assignment of assets between two certificated companies). In the alternative, the Parties respectfully request approval, to the extent required, of the *Pro Forma* Assignment pursuant to O.C.G.A. § 46-5-41.

[2] Pursuant to O.C.G.A. § 46-2-28(g), the Financing Arrangements qualify for exemption because: (i) Zayo-NS is a wholly owned subsidiary of a parent company headquartered outside of Georgia, (ii) the Financing Arrangements are between Zayo-NS' parent, the primary obligor, and one or more national banks or other lending or financial institutions licensed or authorized to enter into such Financing Arrangements by a state or federal agency, and (iii) Zayo-NS will provide a guaranty and

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

Description of the Parties

Zayo Group and Zayo-NS are each a Delaware limited liability company with a principal office located at 1401 Wynkoop Street, Suite 500, Denver, Colorado 80202. Zayo-NS is an indirect, wholly owned subsidiary of Zayo Group. Zayo Group is a direct, wholly owned subsidiary of Zayo Group Holdings, Inc. ("Holdings," and together with its subsidiaries including the Parties, the "Company"), a Delaware corporation.

The Company is a leading U.S. 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 U.S. 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 Georgia, Zayo Group is authorized to provide: (1) competitive local exchange services pursuant to Certificate No. L-0496; (2) interexchange services pursuant to Certificate No. X-1103; and (3) resold interexchange services pursuant to Certificate No. R-1110. Zayo-NS is authorized to provide interexchange telecommunications services pursuant to Certificate No. X-8001 and competitive local exchange telecommunications services pursuant to Certificate No. L-8000.

Zayo Group also is authorized by the Federal Communications Commission ("FCC") to provide domestic (interstate) and international telecommunications services in addition to certain point-to-point wireless services, and Zayo-NS is authorized by the FCC to provide domestic (interstate) telecommunications services in addition to certain point-to-point wireless services.

Additional information concerning the Parties' technical, managerial and financial qualifications has been submitted to the Commission as part of their respective certification applications and filings for prior transactions with the Commission and is therefore already a matter of public record and incorporated by reference. After the *Pro Forma* Assignment is completed, the Parties will remain well-qualified to provide service to their customers, and their operations will continue to be overseen by the same well-qualified management team with substantial telecommunications experience and technical expertise.

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related pledge of assets as collateral or other security to the lenders to accommodate the Financing Arrangements of its parent. Should the Commission determine that the exemption does not apply, Zayo-NS respectfully requests that the Commission issue a Letter of Acknowledgement to that effect.

Contacts

Inquiries or copies of any correspondence or other materials pertaining to this filing should be directed to:

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With a copy to:

Lauren Lantero
Zayo Group, LLC
1401 Wynkoop Street, Suite 500
Denver, CO 80202
Tel: 303-381-3239
lauren.lantero@zayo.com

Description of the *Pro Forma* Assignment

The *Pro Forma* Assignment is part of Zayo Group's plan to execute an internal restructuring which will organize its network and operations being assigned. Zayo Group will continue to provide telecommunications services to other existing and new customers that are not a part of this internal restructuring plan.[3] Zayo Group will implement this plan by assigning to Zayo-NS certain assets in Georgia, including communications optical fiber, certain customer contracts, rights in third party fibers, and associated telecommunications equipment used to provision services or facilities to the affected customers. A depiction of the *Pro Forma* Assignment is included as **Exhibit A**.

The affected enterprise and carrier customers receive primarily high-capacity bandwidth services such as private line, Ethernet and wavelength services, and non-telecommunications services including, but not limited to, managed services and broadband internet access services. The affected customers will be sent a notice of the *Pro Forma* Assignment at least 30 days prior to the *Pro Forma* Assignment. A sample of the notice to be provided to customers is attached as **Exhibit B**. The *Pro Forma* Assignment will not disadvantage customers or cause confusion or disruption to customers since Zayo-NS will market and perform its services under the "Zayo" brand and will operate through the same customer service, technical, operational, and managerial personnel as Zayo Group.

[3] Since Zayo Group may continue to provide telecommunications services to other existing customers that are not assigned to Zayo-NS, as well as future customers, Zayo Group intends to retain its Certificates to provide telecommunications services in Georgia at this time.

Description of the Financing Arrangements

Zayo-NS will participate in existing, new, amended or restated financing arrangements ("Financing Arrangements"). Specifically, Zayo-NS plans to grant a security interest in its assets and provide a guaranty for the Financing Arrangements of one or more of its parent companies. The Financing Arrangements may include one or more of the following debt instruments: notes or debentures (including notes convertible into equity and private notes that may be exchanged for public notes); conventional credit facilities, such as revolving credit facilities and term loans; letters of credit; and bridge loans; or a combination thereof. The Financing Arrangements may be secured or unsecured facilities and may be guaranteed by affiliates of the borrower/issuer. The Financing Arrangements may be used for (i) acquisitions, (ii) refinancing then-existing debt, (iii) funding capital to support growth capital needs, including those of Zayo-NS, and (iv) providing working capital to fund general corporate purposes. The amounts, rates, terms and conditions, maturity dates, and dates of issuance will be determined by market conditions and lenders' requirements at the time of each issuance.

Public Interest Considerations

The Parties respectfully submit that the *Pro Forma* Assignment and Financing Arrangements serve the public interest. The *Pro Forma* Assignment is an integral part of the Financing Arrangements that will provide support for the operations and network serving the affected customers. The *Pro Forma* Assignment will result in the assignment of customers, assets and infrastructure between affiliated companies that will continue to provide telecommunications services to such assigned customers without interruption. Zayo-NS will provide services at the same rates and on the same terms and conditions as provided by Zayo Group (subject to future changes in the ordinary course of business pursuant to applicable law and contract provisions). Given that the Parties share the same management team, customers will continue to benefit from that team's knowledge and experience in the Georgia market.

The Financing Arrangements will similarly serve the public interest in promoting competition among telecommunications carriers by providing Zayo-NS with access to financial resources that will allow it to be an effective competitor. The Financing Arrangements are necessary and appropriate, are consistent with the performance by Zayo-NS of its services to the public, will not impair its ability to perform such services, and will promote its corporate purposes. The Financing Arrangements will have no adverse impact on the customers of Zayo-NS and will not disrupt service or cause customer confusion or inconvenience.

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

Respectfully submitted,

/s/ Patricia Cave

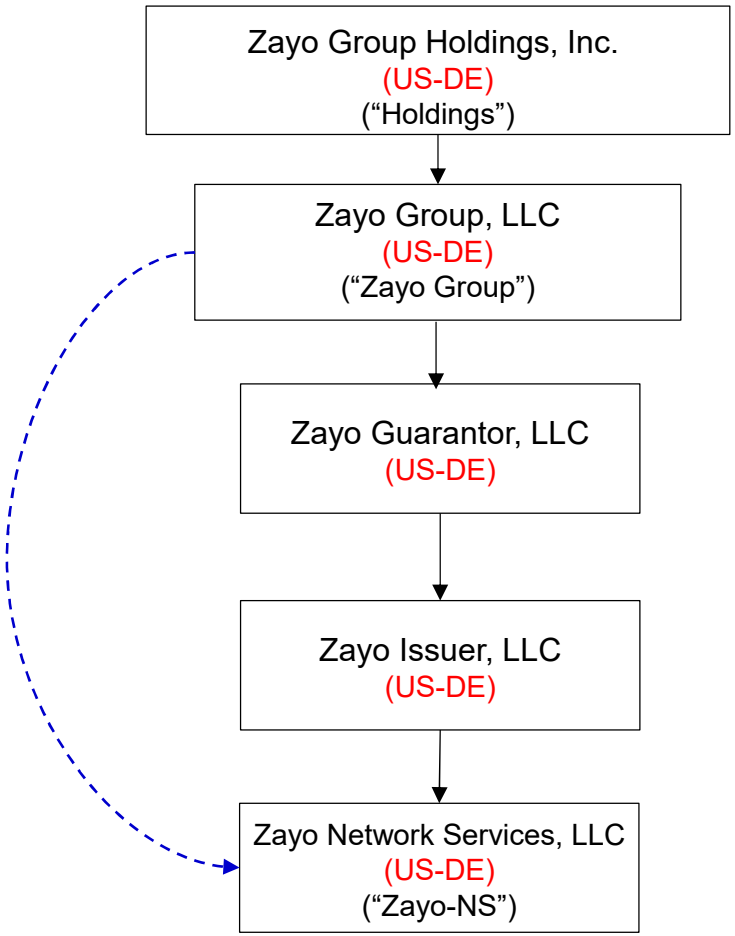
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Counsel for the Parties

EXHIBIT A

Depiction of the *Pro Forma* Assignment

Current Ownership and Depiction of *Pro Forma* Assignment*

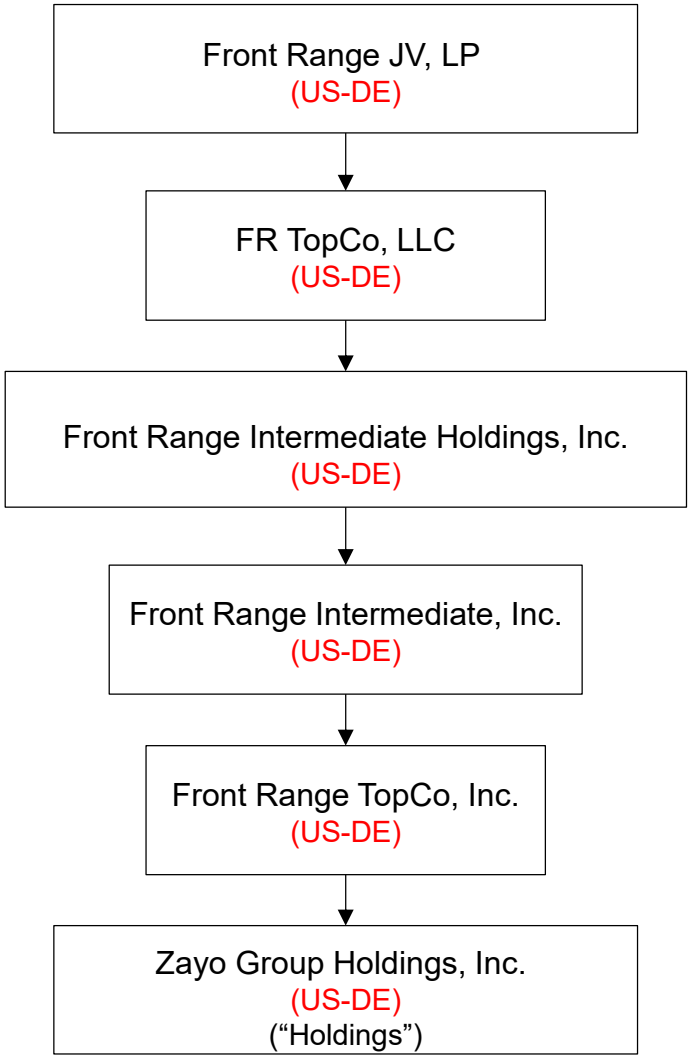


Certain regulated customer contracts and related network infrastructure of Zayo Group assigned to Zayo-NS.

*The entities listed herein only include the regulated parties involved in the *Pro Forma* Assignment and the entities that are in their chain of ownership. The chart excludes all other subsidiaries of Holdings.

**All ownership percentages are 100%.

Corporate Ownership Structure of Holdings
(Chart 2)



*The entities listed herein only include the entities that are in the chain of ownership of the regulated carriers involved in the *Pro Forma* Assignment. The chart excludes all other entities in the chain of ownership of Holdings.

(**see Chart 1 for Subsidiaries of Holdings**)

**All ownership percentages are 100%.

EXHIBIT B

Sample Customer Notice

For Managed Services Customers:

Service Provider Change Communication

In the upcoming months, your services will be transitioned to Zayo Network Services, LLC, a subsidiary of Zayo Group, LLC. There is no required action at this time. Your services, pricing, and terms and conditions will remain unchanged as a result of this transition, and there is no cost associated with this change. You will continue to receive support through our existing customer support number: 1-888-444-1976. In the future, you will receive a bill directly from Zayo Network Services, LLC, along with updated payment instructions, which may include changes to the payment address and/or banking details.

We recognize that, under the terms of your contract, you have a choice in providers. We're confident this change will enhance our ability to support your business and continue delivering the high-quality service you expect. Thank you for your continued partnership.

For Non-Managed Services Customers:

We wanted to make you aware of a change in how your services are managed.

In the upcoming months, certain services you receive in the Northwest and/or Southeast United States will be transitioned to Zayo Network Services, LLC, a subsidiary of Zayo Group, LLC.

Please note the following important details:

- **No action** is required at this time.
- Your services, pricing, and terms and conditions will **remain unchanged** as a result of the transition
- There is **no cost** associated with this change.
- You will continue to receive support through our existing customer service number: 1-866-364-6033.
- In the future, you will receive a bill directly from **Zayo Network Services, LLC**, along with updated payment instructions, which may include changes to the payment address and/or banking details.

We will provide additional information about these account changes in the upcoming months, through your bill inserts and other communications, to ensure you have everything you need well in advance.

We recognize that, under the terms of your contract, you have a choice in providers. We're confident that this change will enhance our ability to support your business and continue delivering the high-quality service you expect.

Thank you for your continued partnership.

VERIFICATION

STATE OF COLORADO §
§
COUNTY OF DENVER §

VERIFICATION

I, Lauren Lantero, state that I am Chief Legal Officer and Secretary of Zayo Group, LLC and Zayo Network Services, LLC (formerly known as Zayo Northeast, LLC) (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.

Lauren Lantero
Chief Legal Officer and Secretary
Zayo Group, LLC
Zayo Network Services, LLC

SWORN TO AND SUBSCRIBED before me on the 15 day of January, 2026.

SARAH AVILA
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20254023248
MY COMMISSION EXPIRES JUNE 23, 2029

Notary Public

My commission expires: June 23, 2029