

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint)	Application No. C-4232
Application of Onvoy, Inc., St.)	
Louis Park, Minnesota; Zayo)	
Group, LLC, and Zayo Group)	GRANTED
Holdings, Inc., Louisville,)	
Colorado, seeking approval of a)	
Pro Forma change in direct)	
ownership of Onvoy, Inc.)	Entered: January 12, 2010

BY THE COMMISSION:

On December 3, 2009, an application was filed by Onvoy, Inc., ("Onvoy"), St. Louis Park, Minnesota, and Zayo Group, LLC, ("Zayo Group") and Zayo Group Holdings, Inc., ("Holdings"), Louisville, Colorado, (together with Onvoy, the "Applicants") seeking approval of a Pro Forma change in direct ownership of Onvoy, Inc. Notice of the application was published in The Daily Record, Omaha, Nebraska, on December 8, 2009. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

The Parties:

Onvoy is a Minnesota corporation with principal offices located in St. Louis Park, Minnesota. Onvoy is a wholly owned direct subsidiary of Zayo Group, as well as an indirect subsidiary of Holdings. Onvoy is authorized to provide interexchange telecommunications services by virtue of authority granted by the Commission on June 3, 2003, under Docket C-2939.

Holdings is a Delaware holding company with principal offices in Louisville, Colorado. Holdings is wholly owned by Communications Infrastructure Investment, LLC, a Delaware limited liability company with principal offices in Louisville, Colorado.

Zayo Group is a Delaware limited liability company with principal offices in Louisville, Colorado. Zayo Group is wholly owned by Holdings. Zayo Group provides bandwidth, voice, collocation and interconnection, and managed services to carrier, enterprise, small and medium enterprise, and government customers.

Description of the Transaction:

According to the application, direct ownership of Onvoy will be transferred from Zayo Group to Holdings. Because Holdings indirectly owns Onvoy through its direct subsidiary, Zayo Group, the change of control of Onvoy is Pro Forma in nature.

The Applicants anticipate that the proposed transaction will be transparent to any customers in Nebraska. The proposed transaction will not involve any change in management or day-to-day operations, or adversely affect Onvoy's current or proposed operations in Nebraska.

The Applicants state that the proposed transaction is in the public interest because the transaction will allow Holdings and Onvoy to enhance their operational flexibility regarding financing arrangements and equity issuances. The transaction will also ensure that Nebraska customers will continue to enjoy high quality, competitively priced telecommunications services.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4232, be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 12th day of January, 2010.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

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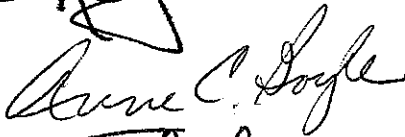

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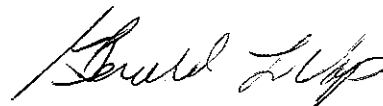
NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

//s// Frank E. Landis
//s// Gerald L. Vap

Chairman



ATTEST:

Executive Director

