

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the)	Application No. C-4541
Application of Zayo Group,)	
LLC, Louisville, Colorado,)	
360Networks (USA) Inc.,)	
Louisville, Colorado, and)	GRANTED
Onvoy, Inc., Plymouth,)	
Minnesota, seeking authority)	
for certain pro forma intra-)	
company transactions.)	Entered: January 8, 2013

BY THE COMMISSION:

On November 19, 2012, a joint application was filed by Zayo Group, LLC (Zayo), and 360Networks (USA) Inc. (360Networks), of Louisville, Colorado, and Onvoy, Inc., (Onvoy) of Plymouth, Minnesota, (collectively, "Applicants") seeking approval of certain Pro Forma Intra-Company changes. Notice of the application was published in The Daily Record, Omaha, Nebraska, on November 22, 2012. 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

Zayo is a Delaware limited liability company with its principal offices located in Louisville, Colorado. Zayo is a wholly-owned direct subsidiary of Zayo Group Holdings, Inc. (Holdings), a Delaware corporation, which is wholly owned by Communications Infrastructure Investments, LLC (CII), a Delaware limited liability company. Zayo is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over fiber networks.

360Networks is a Nevada corporation and a wholly-owned indirect subsidiary of Zayo. In Nebraska, 360Networks is authorized to provide local exchange telecommunications services and interexchange telecommunications services in Nebraska pursuant to authority granted by this Commission on January 9, 2001, in Docket C-4007, and on August 10, 1999, in Docket C-2078 respectively.

Onvoy is a Minnesota corporation with its principal offices located in Plymouth, Minnesota. Onvoy is a wholly-owned direct subsidiary of Holdings. Onvoy is authorized to provide interexchange telecommunications services and local exchange telecommunications services pursuant to the authority granted by this Commission on June 3, 2003, in Docket C-2939 and on May 16, 2012, in Docket C-4455, respectively.

Description of the Restructuring

In order to simplify its corporate structure, Zayo is undertaking certain pro forma intra-company transactions. Under the proposed changes, 360Networks will roll-up into Zayo through a series of mergers, with Zayo as the surviving entity that will provide telecommunications services throughout the United States. Certain wholesale assets and services currently held by 360Networks will be moved to Zayo's affiliate, Onvoy. Upon consummation of the proposed changes, there will be no change in the ultimate ownership of the Applicants.

Applicants state that the proposed pro forma transactions will not result in any change to the services received by customers, including rates, terms, and conditions of service. Each customer's service will be assigned to Zayo and Onvoy pursuant to terms of that customer's service contract and/or pursuant to the customer's authorization. Each customer will also receive notice of the pro forma transactions that affect their service. As a result, all changes will be seamless and transparent to customers in Nebraska.

Based on all the evidence adduced, the Commission is of the opinion the application is fair and reasonable and in the public interest. Therefore, the application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4541 be, and it is hereby, granted and the requested *pro forma* intra-company changes are approved.

IT IS FURTHER ORDERED that both 360Networks, Zayo, and Onvoy file their updated tariffs reflecting the changes within 30 days of the date of this order.

MADE AND ENTERED at Lincoln, Nebraska, this 8th day of January, 2013.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Deputy Director

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NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Tim Schramm

Chairman

Rod Johnson

Anne Boyle

ATTEST:

Michael Hap

John Burrows

Deputy Director

//s// Frank E. Landis

//s// Rod Johnson