

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-4673
of Onvoy, LLC, Plymouth,)
Minnesota, seeking approval of a)
Pro Forma Transfer of Direct) GRANTED
Ownership from Zayo Group)
Holdings, Inc. to Communications)
Infrastructure Investments, LLC.) Entered: June 10, 2014

BY THE COMMISSION:

On April 15, 2014, an application was filed by Onvoy, LLC ("Onvoy") of Plymouth, Minnesota, seeking approval of a *pro forma* transfer of direct ownership of Onvoy from Zayo Group Holdings, Inc. ("Holdings") to Communications Infrastructure Investments, LLC ("CII"), the direct parent company of Holdings and ultimate parent company of Onvoy. Notice of the application was published in The Daily Record, Omaha, Nebraska, on April 18, 2014. 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 limited liability company organized under the laws of the State of Minnesota. Onvoy is currently a wholly-owned subsidiary of Holdings, a Delaware corporation and wholly-owned subsidiary of CII, a Delaware limited liability company. CII has no major owner.

Onvoy has been providing telecommunications services since 1988. In Nebraska, Onvoy was authorized to provide interexchange telecommunications services pursuant to the Commission's Order in Docket C-2939 entered on June 3, 2003. Onvoy was also authorized to provide local exchange telecommunications services pursuant to the Commission's Order in Docket C-4455 entered on May 12, 2012.

Holdings owns Zayo Group, LLC ("Zayo") which is a provider of bandwidth infrastructure and network neutral collocation and interconnection services over regional and metropolitan fiber networks. Although Onvoy and Zayo have the same direct parent company, over the past several years Onvoy and Zayo have been operating as separate businesses with separate management and technical personnel. Further, Onvoy and Zayo have maintained separate books and entered into separate financing arrangements.

Description of the Transaction:

According to the application, the *pro forma* transaction will realign the operating companies within CII's corporate structure to better reflect these divisions. Through the contribution to CII of the membership interests held by Holdings in Onvoy, the direct owner of Onvoy will change from Holdings to CII. The transfer of Onvoy will not result in a change in ultimate ownership of Onvoy and is *pro forma* in nature.

The Applicant states that the transaction is in the public interest. The *pro forma* change will permit the operating entities to better focus on their particular business and customers without as much potential for conflicting priorities between the businesses. The proposed transaction may also provide the companies with greater flexibility for future debt and equity transactions, as well as other corporate transactions. The *pro forma* transaction will be entirely transparent to Onvoy's customers and will not result in any change in their services. In particular, the rates, terms and conditions of their services will not change as a result of the purely *pro forma* change. 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 the above-captioned application be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 10th day of June, 2014.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

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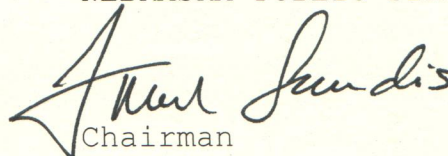
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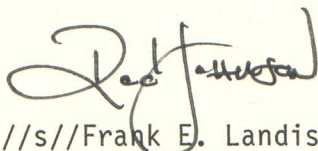
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Chairman


//s//Frank E. Landis

ATTEST:


Executive Director