

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

RECEIVED

DEC 12 2016

PUBLIC SERVICE
COMMISSION

December 9, 2016

VIA OVERNIGHT COURIER

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

Re: Notification Regarding the Proposed Transfer of Indirect Control of Electric Lightwave, LLC to Zayo Group, LLC

Dear Mr. Derouen:

By this letter, Electric Lightwave Parent, Inc. ("EL Parent"); Electric Lightwave, LLC ("Electric Lightwave" or "Licensee"); and Zayo Group, LLC ("Zayo") (collectively, the "Parties") notify the Commission of the proposed transfer of indirect control of Licensee to Zayo. Pursuant to the Order issued in Admin. Case No. 359 on June 21, 1996 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the transaction described herein. Accordingly, the Parties submit this letter for informational purposes.

Description of the Parties

A. Zayo Group, LLC

Zayo is a Delaware limited liability company with principal offices at 1805 29th Street, Boulder, Colorado 80301. Zayo is a wholly owned subsidiary of Zayo Group Holdings, Inc. ("Holdings"), a publicly traded Delaware corporation (NYSE: ZAYO). Holdings has no majority owner.

Zayo is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over regional and metropolitan fiber networks. These services enable customers to manage, operate, and scale their telecommunications and data networks. Such customers consist primarily of wireless service providers, national and regional telecommunications carriers and other communications service providers, media and content companies, schools, hospitals, governments, banks and other bandwidth-intensive enterprises.

Morgan, Lewis & Bockius LLP

2020 K Street, NW
Washington, DC 20006-1806
United States

T +1.202.373.6000
F +1.202.379.6001

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December 9, 2016
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In Kentucky, Zayo is authorized as a competitive local exchange carrier (Utility ID 5056730) and long distance carrier (Utility ID 5179370). Zayo is also authorized by the FCC to provide interstate and international telecommunications services.

B. EL Parent and Licensee

Electric Lightwave Parent, Inc. is a privately held Delaware corporation with principal offices at 18110 SE 34th Street; Building One, Suite 100; Vancouver, Washington 98683. EL Parent functions as a holding company and does not provide telecommunications in its own right. Through its wholly owned subsidiaries, EL Parent owns and operates a number of telecommunications providers that operate primarily in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah, and Washington. EL Parent's subsidiaries provide a broad range of communication and networking services primarily to business customers, wholesale carriers, web content providers, government organizations, and educational institutions. These services include but are not limited to facilities-based, integrated, resold and facilities-based local, resold long distance, Internet, broadband transport and data services. EL Parent operates an extensive network with access to over 12,500 fiber miles and over 3,200 fiber-lit buildings.

Electric Lightwave, a Delaware limited liability company, is authorized in Kentucky to provide interexchange services (Utility ID 5133100). Electric Lightwave is also authorized by the FCC to provide interstate and international telecommunications services.

Contacts

For the purposes of this filing, the contacts for the Parties are as follows:

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

With a copy to:

Gregg Strumberger, General Counsel
Zayo Canada
1805 29th St., Suite 2050
Boulder, CO 80301
gregg.strumberger@zayo.com

and:

Douglas Denney
Vice President, Costs & Policy
Electric Lightwave
18110 SE 34th St
Building One, Suite 100
Vancouver, WA 98683
dkdenney@electriclightwave.com

Description of the Transaction

Pursuant to the Agreement and Plan of Merger, dated as of November 29, 2016, by and among Zayo, ZELMS, Inc. (a direct, wholly owned subsidiary of Zayo created for purposes of the merger) ("Merger Sub"), EL Parent, and Fortis Advisors LLC, as the Equityholder Representative (the "Agreement"), Zayo will acquire all of the outstanding equity interests in EL Parent (the "Transaction"). Specifically, Merger Sub will merge with and into EL Parent, whereupon the separate existence of Merger Sub will cease and EL Parent will be the surviving corporation. As a result, EL Parent will become a direct, wholly owned subsidiary of Zayo. Licensee will remain an indirect subsidiary of EL Parent and, therefore, Licensee will become indirect subsidiaries of Zayo. Diagrams depicting the pre- and post-Transaction corporate ownership structures are appended hereto as Exhibit A.

The Transaction described herein will serve the public interest. As part of Zayo, Licensee will continue to provide high-quality telecommunications services to consumers (under the same rates, terms and condition of services as currently provided) while gaining access to the additional resources and operational expertise of Zayo. Licensee will also benefit by being able to offer services to multi-location business and enterprise customers across a larger footprint in combination with Zayo. The network of EL Parent and its subsidiaries, including Licensee, complements Zayo's network and the acquisition will increase Zayo's existing fiber footprint. The Transaction also will provide Licensee with access to greater financial resources that will allow them to become more effective competitors to larger incumbent telecommunications providers. In essence, the Transaction will make Licensee and Zayo stronger competitors and thereby benefit consumers.

* * * *

An original and four (4) copies of this notification letter are enclosed. Please date-stamp and return the extra copy in the envelope provided. This letter has also been filed via e-mail. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



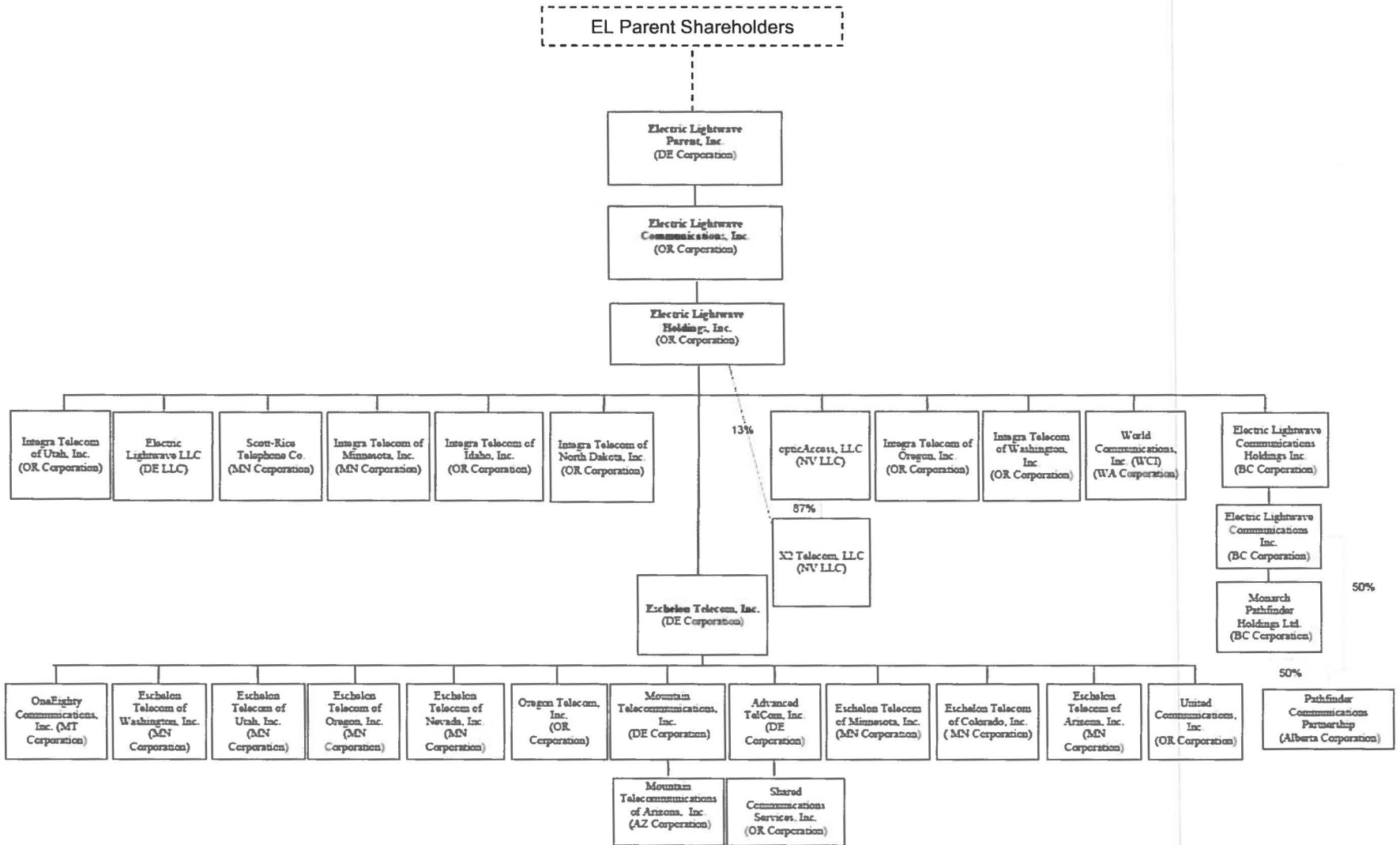
Catherine Wang
Brett P. Ferenchak

Counsel for Zayo Group, LLC

EXHIBIT A

Diagrams of the Pre- and Post-*Transaction* Corporate Ownership Structures

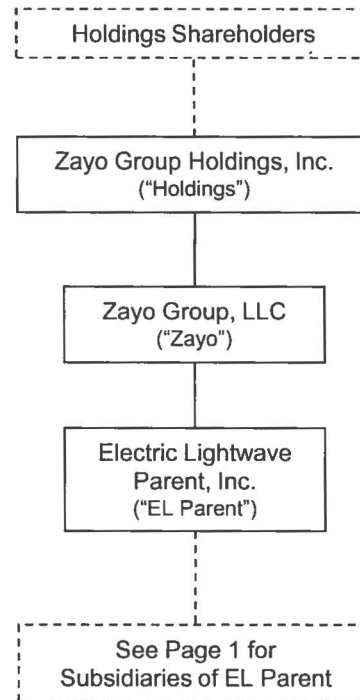
Current Corporate Ownership Structure of EL Parent



Unless otherwise indicated all ownership percentages are 100%.

Post-Transaction Corporate Ownership Structure of EL Parent and Zayo

* The entities listed herein only include Zayo and its subsidiaries that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries and affiliates of Zayo that do not hold authorization to provide telecommunications services in the United States.



Unless otherwise indicated all ownership percentages are 100%.

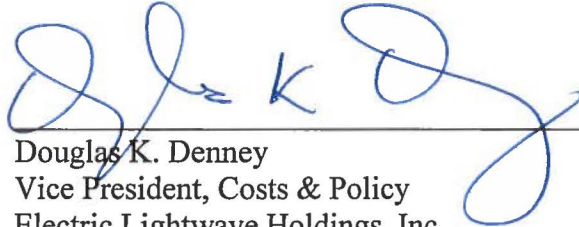
Verifications

STATE OF WASHINGTON
COUNTY OF CLARK

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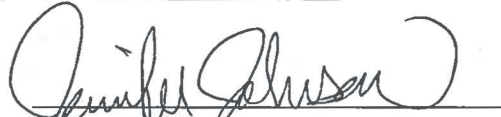
VERIFICATION

I, Douglas K. Denney, am Vice President, Costs & Policy of Electric Lightwave Holdings, Inc.; that I am authorized to make this Verification on behalf of the Electric Lightwave Parent, Inc. and its subsidiaries (collectively, 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.



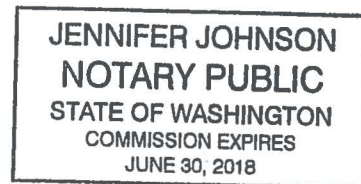
Douglas K. Denney
Vice President, Costs & Policy
Electric Lightwave Holdings, Inc.

Sworn and subscribed before me this 29th day of November, 2016.



Notary Public

My commission expires 6/30/2018



STATE OF COLORADO
COUNTY OF BOULDER

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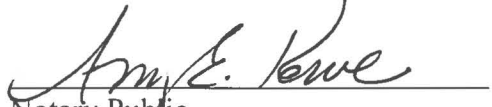
VERIFICATION

I, Gregg Strumberger, am General Counsel 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 are true and correct to the best of my knowledge, information, and belief.



Gregg Strumberger
General Counsel
Zayo Group, LLC

Sworn and subscribed before me this 30th day of November, 2016.



Notary Public

My commission expires August 24, 2018

AMY E ROWE
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20104020272
MY COMMISSION EXPIRES AUGUST 24, 2018