

*The Public Utilities Commission of Ohio*  
**TELECOMMUNICATIONS FILING FORM**

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of Onvoy, LLC and Zayo )  
Enterprise Networks, LLC to Complete *Pro Forma* Transfer )  
of Control )  
)

TRF Docket No. 90-\_\_\_\_\_

Case No. **14-0754-TP-ACO**

NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.

Name of Registrant(s) Onvoy, LLC (f/k/a Onvoy, Inc.) ("Onvoy")

DBA(s) of Registrant(s) Onvoy Voice Services

Name of Registrant(s) Zayo Enterprise Networks, LLC ("ZEN")

DBA(s) of Registrant(s) N/A

Address of Registrant(s) 10300 6th Avenue North, Plymouth, MN 55441

Company Web Address www.onvoy.com

Regulatory Contact Person(s) Scott Sawyer, General Counsel

Phone 763-230-4660

Fax 952-230-4300

Regulatory Contact Person's Email Address scott.sawyer@onvoy.com

Contact Person for Annual Report Mary T. Buley

Phone 763.230-4183

Address (if different from above) Same as above

Consumer Contact Information Mary T. Buley

Phone 800-933-1224

Address (if different from above) Same as above

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

**Notes:**

Section I and II are Pursuant to Chapter [4901:1-6](#) OAC.

Section III – Carrier to Carrier is Pursuant to [4901:1-7](#) OAC, and Wireless is Pursuant to [4901:1-6-24](#) OAC.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at [www.puco.ohio.gov](http://www.puco.ohio.gov) under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

**All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.**

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) <b>Not Applicable. No tariffs are changing as a result of the <i>pro forma</i> transaction described herein.</b>
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. <b>Not Applicable. No tariffs are changing as a result of the <i>pro forma</i> transaction described herein.</b>
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). <b>Not Applicable.</b>

## Section I – Part I - Common Filings

<b>Carrier Type</b> <input type="checkbox"/> <b>Other</b> (explain below)	<input type="checkbox"/> <b>For Profit ILEC</b>	<input type="checkbox"/> <b>Not For Profit ILEC</b>	<input type="checkbox"/> <b>CLEC</b>
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA <a href="#">1-6-14(F)</a> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <a href="#">1-6-14(F)</a> (0 day Notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(F)(4)</a> (0 day Notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(G)</a> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <a href="#">1-6-14(C)(1)(c)</a> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <a href="#">1-6-08(G)</a> (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA <a href="#">1-6-25(B)</a> (0 day Notice)
<b>Other*</b> (explain) _____			

## Section I – Part II – Customer Notification Offerings Pursuant to Chapter [4901:1-6-7 OAC](#)

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Date Notice Sent:</b>				

## Section I – Part III –IOS Offerings Pursuant to Chapter [4901:1-6-22 OAC](#)

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Section II – Part I – Carrier Certification - Pursuant to Chapter [4901:1-6-08, 09 & 10 OAC](#)

Certification	ILEC (Out of Territory)	CLEC	Telecommunication s Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <a href="#">1-6-08</a> * (Auto 30- day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> *(Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> *(Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-10</a> (Auto 30 day)	<input type="checkbox"/> UNC <a href="#">1-6-09</a> *(Non-Auto)

\*Supplemental Certification forms can be found on the Commission Web Page.

## Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)	<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input checked="" type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)

\* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see [the 4901:1-6-29 Filing Requirements on the Commission's Web Page](#) for a complete list of exhibits.

## Section III – Carrier to Carrier (Pursuant to [4901:1-7](#)), and Wireless (Pursuant to [4901:1-6-24](#))

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 day)	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <a href="#">1-7-04</a> or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> UNC <a href="#">1-7-23(B)</a> (Non-Auto)	
<b>Wireless Providers</b> See <a href="#">4901:1-6-24</a>	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

#### Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

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**AFFIDAVIT**  
***Compliance with Commission Rules***

I am an officer/agent of the applicant corporation, \_\_\_\_\_, and am authorized to make this statement on its behalf.

\_\_\_\_\_  
(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) \_\_\_\_\_ at (Location) \_\_\_\_\_

\*(Signature and Title) \_\_\_\_\_ (Date) \_\_\_\_\_

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

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**VERIFICATION**

I, Brett P. Ferenczak verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

\*(Signature and Title) /s/ Brett P. Ferenczak, Counsel to Applicants (Date) Apr. 23, 2014

*\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

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***Send your completed Application Form, including all required attachments as well as the required number of copies, to:***

**Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793**

***Or***

***Make such filing electronically as directed in Case No 06-900-AU-WVR***

## **LIST OF EXHIBITS AND ATTACHMENTS**

Exhibit A	Existing Tariff Pages - <b>NOT APPLICABLE</b>
Exhibit B	Revised Tariff Pages - <b>NOT APPLICABLE</b>
Exhibit C	Description of Transaction
Exhibit C-1	Corporate Organization of Applicants Before and After the <i>Pro Forma</i> Transaction
Exhibit D	Customer Notice and Customer Notice Affidavit - <b>NOT APPLICABLE</b>
Attachment A	Certificate of Good Standing
Attachment B	Lists of Officers and Directors
Verification	

## **EXHIBIT C**

### **DESCRIPTION OF THE TRANSACTION**

Onvoy, LLC (f/k/a Onvoy, Inc.)<sup>1</sup> (“Onvoy”) and Zayo Enterprise Networks, LLC (“ZEN”) (together “Applicants”) request Commission approval to the extent required for, a *pro forma* transfer of direct ownership of Onvoy (and indirect ownership of ZEN), from Zayo Group Holdings, Inc. (“Holdings”) to Communications Infrastructure Investments, LLC (“CII”), the direct parent company of Holdings and ultimate parent company of Applicants. While ultimate ownership of Applicants will remain with CII, there will be a change in Onvoy’s direct ownership and ZEN’s indirect ownership since Onvoy will be owned directly by CII rather than Holdings.

#### **Description of the Applicants**

Onvoy is a limited liability company organized under the laws of the State of Minnesota. ZEN is a Delaware limited liability company. ZEN and Onvoy have a principal address is 10300 6th Avenue North, Plymouth, Minnesota 55441. ZEN is a wholly-owned direct subsidiary of Onvoy, which 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 majority owner.

Onvoy has been providing telecommunications service since 1988. Onvoy provides wholesale local exchange and long distance services, switched access, transit and other services to other carriers. In Ohio, Onvoy is authorized to provide local exchange and competitive telecommunications provider services pursuant to Certificate No. 90-9360 granted in Case No. 08-0624-TP-ACE on Jun 27, 2008. Onvoy is also authorized by the FCC to provide domestic and international telecommunications services.

ZEN primary provides business data services including Ethernet, Private Line, Dedicated Internet Access (“DIA”), Virtual Private Networks (“VPN”), Voice Over Internet Protocol

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<sup>1</sup> Onvoy recently converted from a Minnesota corporation to a Minnesota limited liability company. The conversion of Onvoy to a limited liability company was merely a change in its corporate form accomplished through the filing of Articles of Conversion in Minnesota and did not entail any merger or other transactions that extinguish the existence of the Company. Onvoy will separately make the appropriate filings with the Commission to effectuate the conversion and related name change.

(“VoIP”) services and managed services including audio and video conferencing. In limited circumstances and locations in its multi-state footprint, ZEN provides switched voice and data services. ZEN’s customers are small, medium and large enterprise customers. In Ohio, ZEN is certified to provide local exchange and competitive telecommunications provider services pursuant to Certificate No. 90- 9378 granted in Case No. 09-1919-TP-ACE on January 14, 2010. ZEN is also authorized by the FCC to provide domestic and international telecommunications services.

Additional information concerning Applicants’ legal, technical, managerial and financial qualifications has been submitted to the Commission with Applicants’ certification and other transactions and is therefore already a matter of public record. Applicants request that the Commission take official notice of these existing descriptions of Applicants’ qualifications and incorporate them by reference herein.

In addition to Onvoy, Holdings also directly wholly owns Zayo Group, LLC (“Zayo”), which is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over regional and metropolitan fiber networks.<sup>2</sup> Although both Onvoy and Zayo have the same direct parent company, over the past several years Onvoy and Zayo have been run as separate businesses, with separate management and technical personnel,<sup>3</sup> different business models, and different product and customer segments. Further Onvoy and Zayo have maintained separate books and entered into separate financing arrangements in which the other entity did not participate as a borrower or guarantor or by pledging its assets. The *pro forma* transaction described below will realign the operating companies within CII’s corporate structure to better reflect these divisions.

### **Contacts**

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following:

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<sup>2</sup> In Ohio, Zayo is authorized to provide local exchange and interexchange telecommunications services pursuant to Certificate No. 90-6063 issued in Case No. 09-0014-TP-ACE and transferred to Zayo in Case No. 11-1347-TP-CIO.

<sup>3</sup> Although day-to-day operations are managed by different management teams, Zayo and Applicants share the same corporate officers and will continue to do so immediately following the *pro forma* transaction.

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W., Suite 1100  
Washington, DC 20006-1806  
202-373-6000 (tel)  
202-373-6001 (fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

with a copy to:

Scott Sawyer, General Counsel  
Onvoy  
10300 6<sup>th</sup> Avenue North  
Plymouth, MN 55441  
763-230-4660 (tel)  
952-230-4300 (fax)  
scott.sawyer@onvoy.com

### **Description of the *Pro Forma* Transaction**

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. As a result, the indirect ownership chain of ZEN will change. Since Holdings is a wholly owned direct subsidiary of CII, the transfer of direct ownership of Onvoy (and indirect ownership of ZEN) will not result in a change in ultimate ownership of Onvoy or ZEN and is *pro forma* in nature. For the Commission's reference, a chart depicting the pre- and post-contribution ownership of Applicants is provided as Exhibit C-1.

### **Public Interest Considerations**

Applicants submit that the *pro forma* transaction is in the public interest. The *pro forma* change will realign the corporate structure of CII and its operating entities to better reflect the differences in their business plans, management and operations. This will allow those operating entities to be able 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 Applicants' 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.

### **Conclusion**

For the foregoing reasons, Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Application permitting the transfer of direct ownership of Onvoy to CII.

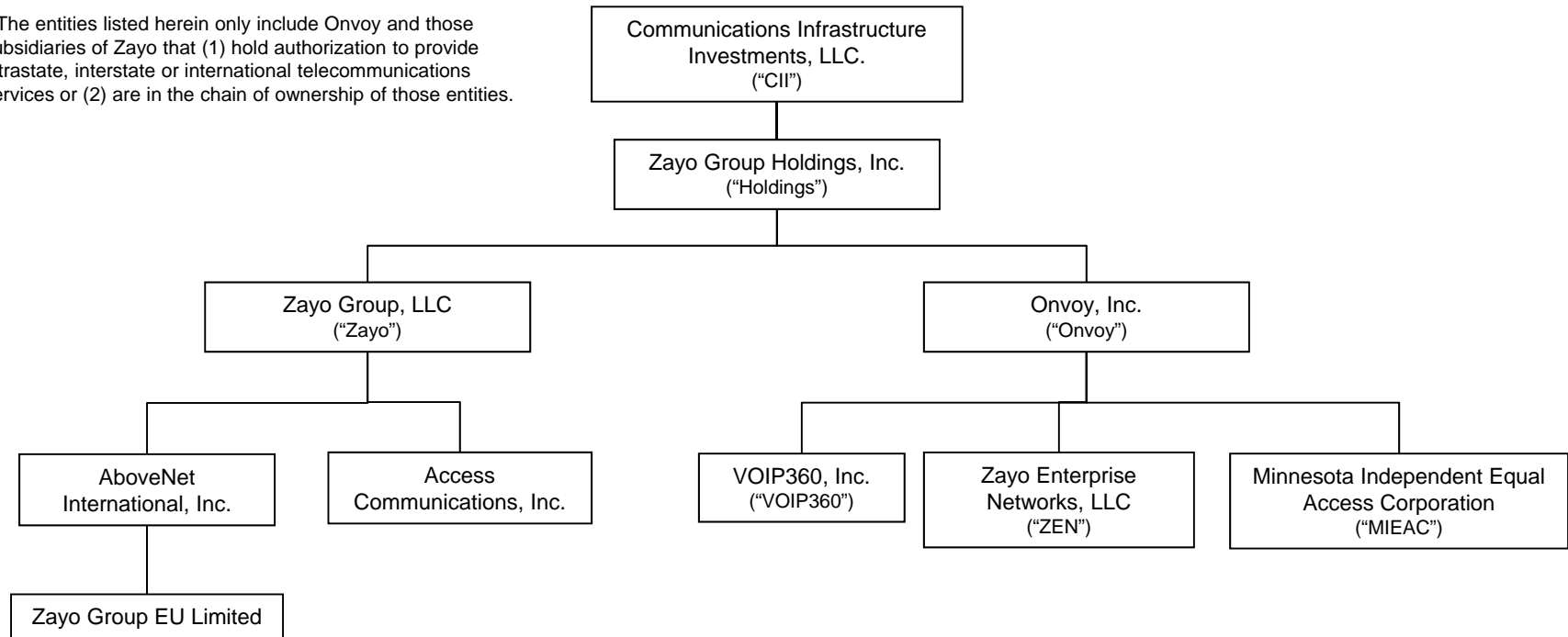


**EXHIBIT C-1**

**Corporate Organization of Applicants Before and After the *Pro Forma* Transaction**

# Current Corporate Organizational Structure of Onvoy

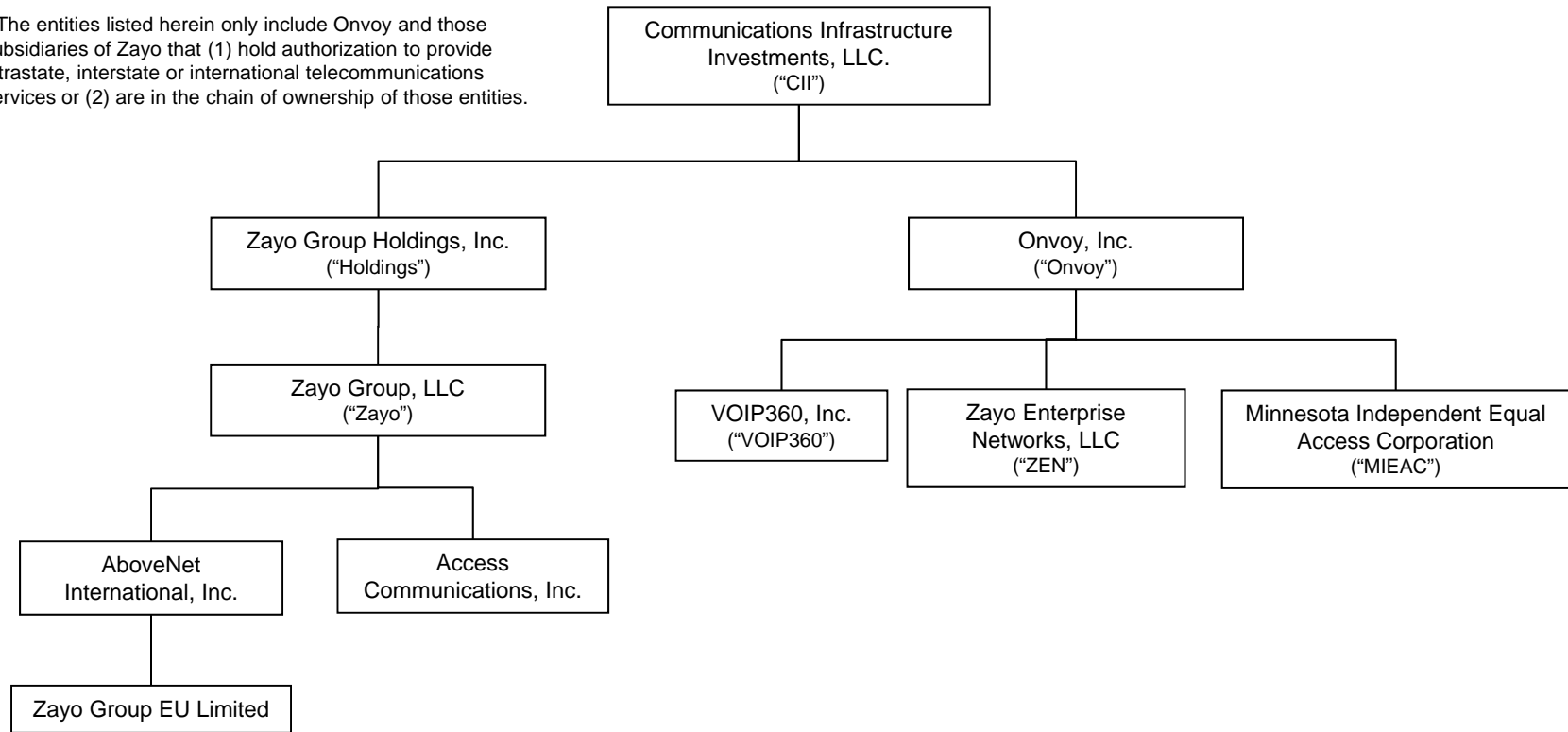
\* The entities listed herein only include Onvoy and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities.



Unless otherwise indicated all ownership percentages are 100%.

# Proposed Corporate Organizational Structure of Onvoy

\* The entities listed herein only include Onvoy and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities.



Unless otherwise indicated all ownership percentages are 100%.

**ATTACHMENT A**

**Certificates of Good Standing**

UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show ONVOY, INC., a Minnesota corporation, having qualified to do business within the State of Ohio on April 22, 2008 under License No. 1775119 is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 22nd day of April, A.D. 2014.*

A handwritten signature in black ink that reads "Jon Husted".

Ohio Secretary of State

Validation Number: 201411200877

UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show ZAYO ENTERPRISE NETWORKS, LLC, a Delaware Limited Liability Company, Registration Number 1625647, filed on May 25, 2006, is currently in FULL FORCE AND EFFECT upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 22nd day of April, A.D. 2014.*

A handwritten signature in black ink that reads "Jon Husted". The signature is written in a cursive style with a large, stylized "J" and "H".

Ohio Secretary of State

Validation Number: 201411200975

## **ATTACHMENT B**

### **List of Officers and Directors**

The Officers of each Applicant are:

Dan Caruso, CEO and President  
Ken desGarennes, Vice President and CFO  
Scott Beer, Vice President, Secretary and General Counsel

#### **Directors:**

Daniel Caruso  
Phillip A. Canfield  
Gillis S. Cashman  
Michael W. Choe  
Stephanie Comfort  
Rick Connor  
Tony Downer  
Lawrence C. Fry  
Donald Gips

Each of these persons can be reached through Scott Beer at:

Scott Beer, General Counsel  
Zayo Group  
1805 29<sup>th</sup> Street  
Boulder, CO 80301  
303-381-4664 (Tel)

## **VERIFICATION**




STATE OF COLORADO  
COUNTY OF BOULDER

§  
§  
§

### VERIFICATION

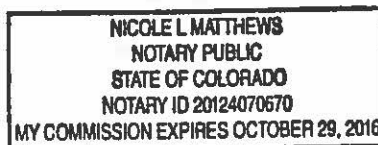
I, Scott E. Beer, am Vice President, General Counsel and Secretary of Communications Infrastructure Investments, LLC, Zayo Group Holdings, Inc. and Onvoy, LLC (collectively, the "Parties"); that I am authorized to make this Verification on behalf of the Parties; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Scott E. Beer  
Vice President, General Counsel and Secretary  
Communications Infrastructure Investments, LLC  
Zayo Group Holdings, Inc.  
Onvoy, LLC

Sworn and subscribed before me this 11<sup>th</sup> day of April, 2014.

  
\_\_\_\_\_  
Notary Public

My commission expires 10/29/16



**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**4/23/2014 9:07:35 AM**

**in**

**Case No(s). 14-0754-TP-ACO**

Summary: Application Application to Complete Pro Forma Transfer of Control electronically filed by Mr. Brett P Ferencak on behalf of Zayo Enterprise Networks, LLC and Onvoy, LLC