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Our file no.: 0000339779

PUCO

D9-1844-TP-C10

November 20, 2009

Via Overnight Delivery

Renee J. Jenkins, Director of Administration
Docketing Department
Public Utilities Commission of Ohio
180 E. Broad St.
Columbus, OH 43215-3793

Re: Telecommunications Application Form of Zayo Bandwidth Indiana, LLC and Zayo Bandwidth, LLC for Approval to Complete an Intra-Corporate *Pro Forma* Merger and Cancellation of Zayo Bandwidth Indiana, LLC's Certificate

Dear Ms. Jenkins:

On behalf of Zayo Bandwidth Indiana, LLC and Zayo Bandwidth, LLC (collectively, "Applicants") enclosed for filing with the Commission are an original and ten (10) copies of the above-referenced Telecommunications Application Form.

Please date stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact Brett Ferenczak at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenczak

Counsel for Applicants

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The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
(Effective: 01/18/2008)

In the Matter of the Application of Zayo Bandwidth Indiana,)
 LLC and Zayo Bandwidth, LLC to Complete an Intra-)
 corporate *Pro Forma* Merger and for Zayo Bandwidth)
 Indiana, LLC's Certificate to be Cancelled)

TRF Docket No. 90-

Case No. 09 - 1847-TP-C10

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

Name of Registrant(s) Zayo Bandwidth Indiana, LLC ("Zayo-IN") and Zayo Bandwidth, LLC ("ZB")

DBA(s) of Registrant(s) _____

Address of Registrant(s) 901 Front Street, Suite 200, Louisville, CO 80027

Company Web Address http://www.zayo.com/bandwidth

Regulatory Contact Person(s) Christopher P. Yost, General Counsel Phone 303-381-4677 Fax 303-226-5777

Regulatory Contact Person's Email cyost@zayo.com

Contact Person for Annual Report Tim Gentry, Controller Phone 303-381-4662

Address (if different from above) Same as above.

Consumer Contact Information Christopher P. Yost, General Counsel Phone 303-381-4677

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.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at 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.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input checked="" type="checkbox"/> CLEC	<input checked="" type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input checked="" type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section I – Part II – Certificate Status and Procedural

Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)		<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
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).

Section III. – Attestation

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

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, Zayo Bandwidth Indiana, LLC and Zayo Bandwidth, LLC, and am authorized to make this
(Name)
Statement on its behalf.

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, 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 declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) 11/20/09 at (Location) _____

*(Signature and Title) _____

(Date) 11/20/09

- 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.

VERIFICATION

I, Christopher P. Yost, General Counsel verify that I have utilized the Telecommunications Application Form for Routine 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) _____

(Date) 11/20/09

*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.

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

Exhibit A	Copy of superseded tariff sheet(s) & price list(s)
Exhibit B	Copy of revised tariff sheets & price lists
Exhibit C	Description of Transaction
Exhibit D-1	Customer Notice Information
Exhibit D-2	Customer Notice Affidavit

LIST OF ATTACHMENTS

Attachment 1	Certificates of Good Standing from Ohio Secretary of State
Attachment 2	List of Officers and Managers

EXHIBIT A

Copy of superseded tariff sheet(s) & price list(s)

ZB is adopting the tariff of Zayo-IN filed in Case No. 90-6084-CT-TRF.

COMPETITIVE TELECOMMUNICATIONS SERVICE
PUCO NO. 1

TITLE SHEET

P.U.C.O. 1

ZAYO BANDWIDTH INDIANA, LLC

(T)

This tariff addresses the provision of competitive telecommunication services by Zayo Bandwidth Indiana, LLC between locations within the State of Ohio. This tariff is available for public inspection during normal business hours at the main office of 950 Spruce Street, Suite 1A, Louisville, Colorado, 80027.

(T)
(T)
(T)
(T)

Customers may report any service interruptions or repair complaints to the Network Operations Center via a toll-free customer service number, available 7 days a week, 24 hours a day (1-800-390-6039). For non-urgent complaints and queries, including billing questions, customers may also contact the corporate offices of Zayo Bandwidth Indiana, LLC at (303) 381-4683.

(T)
(T)

This tariff is on file with the Public Utilities Commission of Ohio as Case No. 90-6084-CT-TRF.

Issued: December 6, 2007

Effective: January 6, 2007

In Accordance with Case No. 07-____-TP-ACN
Issued by the Public Utilities Commission of Ohio
Scott Beer, General Counsel
Zayo Bandwidth Indiana, LLC
950 Spruce Street, Suite 1A
Louisville, CO 80027

(T)
(T)
(T)
(T)

COMPETITIVE TELECOMMUNICATIONS SERVICE
PUCO NO. 1**CHECK SHEET**

Pages, as listed below, are effective as of the date shown at the bottom of the respective page(s). Original and revised pages as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

PAGE	REVISION LEVEL	PAGE	REVISION LEVEL
1	1st Revised*	23	Original
2	1st Revised*	24	Original
3	Original	25	Original
4	Original	26	Original
5	Original	27	Original
6	Original	28	Original
7	Original	29	Original
8	Original	30	Original
9	Original	31	Original
10	Original	32	Original
11	Original	33	Original
12	Original	34	Original
13	Original		
14	Original		
15	Original		
16	Original		
17	Original		
18	Original		
19	Original		
20	Original		
21	Original		
22	Original		

* included in this filing.

Issued: December 6, 2007

In Accordance with Case No. 07-____-TP-ACN
Issued by the Public Utilities Commission of Ohio
Scott Beer, General Counsel
Zayo Bandwidth Indiana, LLC
950 Spruce Street, Suite 1A
Louisville, CO 80027

Effective: January 6, 2007

(T)
(T)
(T)
(T)

EXHIBIT B

Copy of revised tariff sheets & price lists

ZB provides a revised Title Page and Check Sheet to accomplish the adoption of Zayo-IN's P.U.C.O. Tariff No. 1 as ZB P.U.C.O. Tariff No. 3.

Zayo Bandwidth, LLC

P.U.C.O. Tariff No. 3 (T)
2nd Revised Original Page 1 (T)
Replacing 1st Revised Page 1 (T)

COMPETITIVE TELECOMMUNICATIONS SERVICE
PUCO NO. 3

TITLE SHEET

P.U.C.O. Tariff No. 3

ZAYO BANDWIDTH, LLC

(T)

This tariff addresses the provision of competitive telecommunication services by Zayo Bandwidth, LLC between locations within the State of Ohio. This tariff is available for public inspection during normal business hours at the main office of 901 Front Street, Suite 200, Louisville, Colorado, 80027.

(T)
(T)
(T)

Customers may report any service interruptions or repair complaints to the Network Operations Center via a toll-free customer service number, available 7 days a week, 24 hours a day (1-800-390-6094). For non-urgent complaints and queries, including billing questions, customers may also contact the corporate offices of Zayo Bandwidth, LLC at (303) 381-4683.

(T)
(T)

This tariff is on file with the Public Utilities Commission of Ohio as Case No. 90-6084-CT-TRF.

Issued: November 23, 2009

Effective: November 23, 2009

In Accordance with Case No. 09-____-TP-CIO
Issued by the Public Utilities Commission of Ohio
Christopher Yost, General Counsel
Zayo Bandwidth, LLC
901 Front Street, Suite 200
Louisville, CO 80027

(T)
(T)
(T)
(T)

COMPETITIVE TELECOMMUNICATIONS SERVICE
PUCO NO. 3**CHECK SHEET**

Pages, as listed below, are effective as of the date shown at the bottom of the respective page(s). Original and revised pages as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

PAGE	REVISION LEVEL	PAGE	REVISION LEVEL
1	2nd Revised*	23	Original
2	2nd Revised*	24	Original
3	Original	25	Original
4	Original	26	Original
5	Original	27	Original
6	Original	28	Original
7	Original	29	Original
8	Original	30	Original
9	Original	31	Original
10	Original	32	Original
11	Original	33	Original
12	Original	34	Original
13	Original		
14	Original		
15	Original		
16	Original		
17	Original		
18	Original		
19	Original		
20	Original		
21	Original		
22	Original		

* included in this filing.

Issued: November 23, 2009

Effective: November 23, 2009

In Accordance with Case No. 09-____-TP-CIO
Issued by the Public Utilities Commission of Ohio
Christopher Yost, General Counsel
Zayo Bandwidth, LLC
901 Front Street, Suite 200
Louisville, CO 80027

(T)
(T)
(T)
(T)

EXHIBIT C

Description of Transaction

Description of *Pro Forma* Intra-Corporate Merger

Zayo Bandwidth Indiana, LLC (“Zayo-IN”) and Zayo Bandwidth, LLC (“ZB” and together with Zayo-IN, the “Applicants”) request that the Public Utilities Commission of Ohio (“Commission”) grant all the authority necessary to complete the *pro forma* intra-corporate merger described in detail below. The *pro forma* intra-corporate merger, and the other *pro forma* intra-corporate transactions described below, are being undertaken in order to consolidate the corporate structure of Zayo Group’s subsidiaries and to appropriately allocate assets and customers to Zayo Group, LLC’s (“Zayo Group”) various operating units -- Zayo Bandwidth, Onvoy Voice Services, Zayo Enterprise Networks, and zColo. This intra-corporate reorganization will eliminate unnecessary and cumbersome intermediate companies in the Zayo Group corporate structure and assure that customer service is maximized by aligning the services with the experienced account and operations teams focused on particular lines of business. Subject to regulatory approval, Zayo Group and the Applicants intend to complete these intra-corporate transactions by the end of the year.

Over the past few years, Zayo Group has acquired a number of existing communications businesses. As a result of these acquisitions, the corporate structure of Zayo Group has become increasingly complex, with numerous operating entities, many of whose services overlap. A current corporate organizational chart is provided as Exhibit C-1. Through the merger of various of those entities and the realignment and transfer of certain assets to consolidate services within the appropriate business unit, Zayo Group will greatly simplify its corporate structure. Among other things, Zayo Group intends to merge a number of existing corporate entities with ZB and to collapse or eliminate certain subsidiaries of FiberNet Telecom Group, Inc. (to be known as zColo, Inc. in the future). A corporate organizational chart upon completion of the mergers is provided as Exhibit C-2. This simplified corporate structure will reduce the reporting and accounting burdens of Zayo Group and provide operational efficiencies. Zayo Group has also begun to market its services through four business units that focus on defined service and customer segments thus allowing each business unit to target its sales, operations, customer service and management teams on those service and customer segments. The instant reorganization process will realign certain operating and other assets to the business unit which

they support. Once this realignment is completed, the customer and service segments will be aligned with the business units as follows:

Zayo Bandwidth will serve large enterprise customers and other carriers. Its primary product line will be various point-to-point and point-to-multipoint services.

Zayo Enterprise Networks will serve small, medium and large enterprise customers. Its primary product lines are various business data services including Ethernet, Dedicated Internet Access, Virtual Private Networks, Voice Over Internet Protocol services and managed services including audio and video conferencing, but will also have some traditional switched voice services.

Onvoy Voice Services primarily will serve other carriers. Its product lines include wholesale local exchange, competitive tandem switching and transport, long distance, intrastate PRI service, local transit, direct inward dialing and SS7 services.

zColo will serve carriers and enterprise customers. zColo's primary product lines include collocation services and in-building interconnection services.

In support of this filing, the Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Zayo Group, LLC

Zayo Group is a Delaware limited liability company with a principal business office at 901 Front Street, Suite 200, Louisville, Colorado 80027. Zayo Group is wholly owned by Zayo Group Holdings, Inc., which in turn is wholly owned by Communications Infrastructure Investment, LLC ("CII"). CII has no majority owner.

Zayo Group, operating through its four business units, provides bandwidth, voice, collocation and interconnection, and managed services to carrier, enterprise, small and medium enterprise, and government customers. Through the following twelve (12) acquisitions since May 2007, Zayo Group has acquired various companies, assets and customers that currently comprise these business units:

Zayo Bandwidth Acquisitions

Zayo Group acquired the following entities that currently comprise the Zayo Bandwidth business unit: (1) Memphis Networkx, LLC (now known as Zayo Bandwidth Tennessee, LLC) ("Zayo-TN");¹ (2) PPL Telcom, LLC (now known as Zayo Bandwidth Northeast, LLC) ("Zayo-NE") and PPL Prism, LLC (now known as Zayo Bandwidth Northeast Sub, LLC) ("Zayo-NE Sub");² (3) Indiana

¹ The acquisition of Zayo-TN was completed on July 31, 2007.

² The acquisition of Zayo-NE and Zayo-NE Sub was completed on August 24, 2007.

Fiber Works LLC (now known as Zayo Bandwidth Indiana, LLC);³ (4) Citynet Fiber Network, LLC (now known as Zayo Bandwidth Central, LLC) ("Zayo-Central") and Citynet Virginia, LLC (now known as Zayo Bandwidth Central (Virginia), LLC) ("Zayo-VA");⁴ (5) Northwest Telephone, Inc. (now known as Zayo Bandwidth Northwest, Inc.) ("Zayo-NW");⁵ (6) Fiberlink, LLC d/b/a Columbia Fiber Solutions ("CFS");⁶ and (7) NTI of California, LLC ("NTIC").⁷

OVS Acquisition

On November 7, 2007, Zayo Group completed the acquisition of Onvoy, Inc. and Minnesota Independent Equal Access Corporation, which together comprise the Onvoy Voice Services business unit.

ZEN Acquisition

On November 7, 2007, Zayo Group completed the acquisition of Voicepipe Communications (now known as ZEN), which comprises the Zayo Enterprise Networks business unit.

zColo Acquisition

On September 9, 2009, Zayo Group completed the acquisition of FiberNet Telecom Group, Inc. (to be known as zColo, Inc. in the future) and its subsidiaries, including Local Fiber, LLC, which currently comprise the zColo business unit.

Other Asset Acquisitions

On July 21, 2008, Zayo Group completed the acquisition of assets and customers from CenturyTel Acquisition, LLC (a competitive local exchange carrier) in five (5) markets in Indiana, Michigan, and Ohio.⁸ These assets and customers were allocated among the Zayo Bandwidth, OVS and Zayo Enterprise Networks business units most closely aligned to the services provided.

On September 30, 2008, Zayo Group completed the acquisition of network assets such as IRU and dark fiber located in (1) Colorado, Illinois and New Jersey from The Adesta Secured Credit Trust and (2) Arizona, Ohio, Tennessee and Texas from Citynet Holdings, LLC. These network assets were allocated to the Zayo Bandwidth business unit.

Zayo Group has determined that the Zayo Bandwidth business unit would be more efficient from a management, accounting and financial perspective by reducing the twelve (12)

³ The acquisition of Zayo-IN was completed on September 28, 2007. See Case No. 07-869-TP-CIO (July 30, 2007).

⁴ The acquisition of Zayo-Central was completed on February 15, 2008.

⁵ The acquisition of Zayo-NW was completed on May 30, 2008.

⁶ The acquisition of CFS was completed on September 30, 2008.

⁷ The acquisition of NTIC was completed on May 26, 2009.

⁸ See Case No. 08-654-TP-ATR (June 30, 2008).

current Zayo Bandwidth companies to ZB and two subsidiaries Zayo-TN and Adesta Communications, Inc. ("ACI")⁹. As a result, all of the various existing Zayo Bandwidth entities except Zayo-TN and ACI, will be consolidated into ZB.¹⁰ This consolidation will streamline the operations of the Zayo Bandwidth business unit to the benefit of customers. Further, Zayo Group is consolidating or eliminating certain subsidiaries of zColo to further reduce the burdens associated with having those additional subsidiaries.

In addition and as described above, Zayo Group is refining the allocation of service segments between its business units. This refinement is expect to take advantage of each business unit's core focus and strengths to the benefit of the customers of all the business units. As a result of the refinement, certain assets and customers are being reallocated between the business units.

To the extent necessary, this Verified Notice seeks approval of these various consolidations and realignments of services.

B. Zayo Bandwidth Indiana, LLC and Zayo Bandwidth, LLC

Zayo-IN is a New York limited liability company and currently a direct subsidiary of Zayo Group. ZB is a Delaware limited liability company and a direct subsidiary of Zayo Group. All these entities have their corporate headquarters at 901 Front Street, Suite 200, Louisville, Colorado 80027. As stated above, each of these entities is already part of the Zayo Bandwidth business unit. Further, each existing Zayo Bandwidth entity shares the same officers and directors and uses the same sales and customer service teams.

The Zayo Bandwidth business unit provides Private Line, Ethernet, Wavelength, Dedicated Internet Access and Collocation services to wholesale (e.g., other carriers) and large enterprise customers. Zayo-IN is authorized to provide competitive telecommunications provider services pursuant to Certificate No. 90-6084 issued in Case No. 02-2413-CT-ACE on October 23, 2002. ZB is authorized to provide local exchange and competitive telecommunications provider services pursuant to Certificate No. 90-9363 issued in Case No. 09-

⁹ ACI does not provide, or hold any authorizations to provide, regulated telecommunications services in any state.

¹⁰ For various business and legal reasons, Zayo-TN will not be consolidated into ZB at this time and will maintain its separate corporate existence for the near future. Ultimately, Zayo Group expects that Zayo-TN will also be consolidated into ZB.

0014-TP-ACE on February 17, 2009. Upon completion of Zayo-IN's merger with and into ZB, Zayo-IN's Certificate will be cancelled.

II. DESCRIPTION OF *PRO FORMA* INTRA-CORPORATE MERGER

As part of its effort to streamline its corporate structure, Zayo Group will merge ZB with certain of its affiliates, including Zayo-IN. This merger will result in the customers of Zayo-IN becoming customers of ZB. Charts depicting the pre- and post-merger corporate structure of Zayo Group and its subsidiaries are provided as Exhibits C-1 and C-1, respectively. Affected customers will be notified of the *pro forma* carrier change that will occur as a result of the merger. A sample of the notice that will be provided to applicable affected customers is provided in Exhibit C-3. Because all operating entities currently comprising the Zayo Bandwidth business unit currently include the Zayo Bandwidth name and logo on all marketing materials, correspondence, and bills, even the change in the legal name of their provider will be virtually transparent to the affected customers. The notice will also indicate that the merger will not result in a change to any other aspect of their services, including the rates, terms and conditions of their services, the format of their bills (including the logo affixed to the bills), and their customer service contacts including the toll free numbers.¹¹

The Applicants request that the Commission grant all authority necessary for the *pro forma* intra-corporate merger.

IV. PUBLIC INTEREST CONSIDERATIONS

The Applicants submit that the *pro forma* intra-corporate merger described herein is in the public interest. The merger, together with the other *pro forma* intra-corporate transactions will create efficiencies for Zayo Group and its business units by reducing the accounting, reporting, managerial, and operating complexities involved with having such a complex corporate structure. The transactions will also allow each business unit to take advantage of its core focus and strengths to the benefit of the customers of all the business units. As a result of

¹¹ In addition to these *pro forma* Zayo Bandwidth consolidation mergers, Zayo Group also will complete the alignment of the assets and customers acquired in the prior CenturyTel transaction described above with the appropriate Zayo Bandwidth, Zayo Enterprise Networks and Onvoy Voice Services business units. As a result, certain assets and customers of OVS in Ohio will be aligned with ZEN. OVS and ZEN are filing a separate application with respect to that *pro forma* intra-corporate transaction.

the efficiencies and focus, OVS, ZB and ZEN will become stronger competitors to the ultimate benefit of all consumers.

Further, the merger will be virtually transparent to customers as there will be no change in their services. The only perceptible change will be the name of the company providing the affected customer's telecommunications service. And, in the case of the existing Zayo Bandwidth customers, even that change will be minimized since all of the entities currently use the same branding on materials distributed to customers, including bills. Therefore, the intra-corporate merger will not result in customer confusion.

All of Zayo Group's subsidiaries, including the Applicants, have the same corporate officers. Further, each existing Zayo Bandwidth entity shares the same management, sales and customer service teams. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the affected customers .

V. CONCLUSION

For the reasons set forth above, the Applicants request the Commission grant all authority necessary the *pro forma* intra-corporate merger described herein.

EXHIBIT D-1

Customer Notice Information

The applicable affected customers will receive notice of the change in service providers through a bill notation. The notice will be provided to customers in their next bill issued on December 1, 2009. The text of the bill notation follows:

On or about December 31, 2009, Zayo Group, LLC will undertake an internal corporate reorganization and consolidation. Thus, the Zayo corporate entity that will provide your telecommunications services will be Zayo Bandwidth, LLC, another wholly owned Zayo Group subsidiary. Your services and the associated pricing and terms and conditions of service will not change as a result of this intra-corporate consolidation. There is no charge associated with this change and any preferred carrier freeze you have will remain in place. You will continue to receive a bill from Zayo Bandwidth and we will continue to resolve any issues you may have with your account or service using the same customer service number: 1-866-236-2824.

We recognize that you always have a choice in telecommunications carrier and believe that this intra-corporate consolidation will enhance our ability to serve you. Zayo Bandwidth looks forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

EXHIBIT D-2

Customer Notice Affidavit

CUSTOMER NOTICE AFFIDAVIT

STATE OF COLORADO:

SS:

COUNTY OF BOULDER:

AFFIDAVIT

I, Christopher Yost, am an authorized agent of the applicant corporations, Zayo Bandwidth Indiana, LLC and Zayo Bandwidth, LLC, and am authorized to make this statement on its behalf. I attest that customer notices accompanying this affidavit were sent to affected customers through a bill notation on each customers bill issued between December 1, 2009 and January 1, 2010, in accordance with Rule 4901:1-6-16, Ohio Administrative Code. I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/19/2009 Louisville, CO
(Date) (Location)

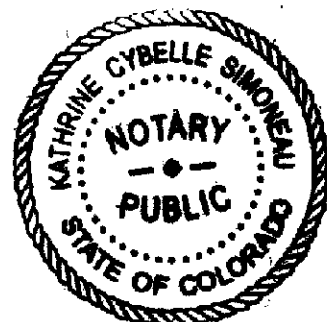
/s/ [Signature] General Counsel 11/19/09
(Signature and Title) (Date)

Subscribed and sworn to before me this November 19, 2009
(Date)

Kathrine Cybelle Simoneau

Notary Public

My Commission Expires: 1/27/2013



My Commission Expires 01/27/2013

ATTACHMENT 1

Certificates of Good Standing from Ohio Secretary of State

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, 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 BANDWIDTH INDIANA, LLC, a New York Limited Liability Company, Registration Number 1338860, filed on September 05, 2002, 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 20th day of November, A.D. 2009*

A handwritten signature in cursive script, reading "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2009324NA1068

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, 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 BANDWIDTH, LLC, a Delaware For Profit Limited Liability Company, Registration Number 1826251, filed on December 29, 2008, 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 17th day of November, A.D. 2009*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2009321NBFA77

ATTACHMENT 2

List of Officers and Managers

Officers of Zayo-IN and ZB

John L. Scarano	President
Scott E. Beer	Vice President, General Counsel & Secretary
Ken desGarennes	Vice President & CFO
Christopher P. Yost	Assistant Secretary

Managers of Zayo-IN and ZB

Daniel P. Caruso
Gillis Cashman
John Siegel
John A. Downer
Michael Choe

The officers and managers of Zayo-IN and ZB can all be reached through Zayo Group, LLC at:

901 Front Street
Suite 200
Louisville, CO 80027
(303) 381-4683