

Jean L. Kiddoo
Brett P. Ferenchak
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com
Our file no.: 0000342779

December 7, 2009

Via DIS

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

Re: Case No. 09-1920-TP-ATR -- Application of Onvoy, Inc. d/b/a Onvoy Voice Services, Inc., and Zayo Enterprise Networks, LLC for Approval for Transfer of Assets

Dear Ms. Jenkins:

On behalf of Onvoy, Inc. d/b/a Onvoy Voice Services and Zayo Enterprise Networks, LLC (together, the "Applicants"), attached for filing is an electronic copy of the above-referenced Application in PDF format.

Please acknowledge receipt and acceptance of this filing. Should you have any questions regarding this Application, please do not hesitate to contact us.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for the Applicants

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T 202.373.6000
F 202.373.6001
bingham.com

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

In the Matter of the Application of Onvoy, Inc. d/b/a Onvoy)
Voice Services, Inc., and Zayo Enterprise Networks, LLC)
for Approval for Transfer of Assets)

TRF Docket No. 90-____

Case No. 09-1920-TP-ATR

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

Name of Registrant(s) Onvoy, Inc.

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

Address of Registrant(s) 300 South Highway 169, Suite 700, Minneapolis, MN 55426

Company Web Address http://www.onvoy.com/

Regulatory Contact Person(s) Mary T. Buley, Senior Regulatory & Interconnection Manager Phone 952-230-4183 Fax 952-230-4200

Regulatory Contact Person's Email Address mary.buley@onvoy.com

Contact Person for Annual Report Mary T. Buley, Senior Regulatory & Interconnection Manager Phone 952-230-4183

Address (if different from above) Same as above.

Consumer Contact Information Mary T. Buley, Senior Regulatory & Interconnection Manager Phone 952-230-4183

Address (if different from above) Same as above.

Name of Registrant(s) Zayo Enterprise Networks, LLC

DBA(s) of Registrant(s) _____

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

Company Web Address http://www.zayoenterprise.com/

Regulatory Contact Person(s) Peter Chevalier, General Counsel Phone 303-414-4008 Fax 303-226-5039

Regulatory Contact Person's Email Address pchevalier@zayoenterprise.com

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

Address (if different from above) Same as above.

Consumer Contact Information Peter Chevalier, General Counsel Phone 303-414-4008

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
<u>Tier 1 Regulatory Treatment</u>				
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)		
<u>Tier 2 Regulatory Treatment</u>				
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 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 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 checked="" type="checkbox"/> ATR 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)
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, **Onvoy, Inc. d/b/a Onvoy Voice Services, Inc.** and **Zayo Enterprise Networks, LLC**, and am authorized to make this statement on its behalf.
(Name)

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) 11-18-09 at (Location) Douglas County, Colorado

(Date) 11-18-09

*(Signature and Title)


Scott E. Beer, VP, Secretary & General Counsel

- 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, **Scott E. Beer**, 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)

11-18-09

**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 C-1	Current Corporate Structure
Exhibit C-2	Proposed Corporate Structure
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 Directors or Managers
Attachment 3	List of Ohio Exchanges Specifically Involved or Affected

EXHIBIT A

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

Onvoy does not intend to revise its tariffs or price lists at this time.

EXHIBIT B

Copy of revised tariff sheets & price lists

ZEN's tariff sheets and price lists are being filed with ZEN's certification application and are incorporate by reference. These tariff sheets and price lists include the services and rates from Onvoy's tariffs that are being provided to the affected Onvoy customers.

Onvoy does not intend to revise its tariff or price lists at this time.

EXHIBIT C

Description of Transaction

Description of *Pro Forma* Intra-Corporate Transactions

Onvoy, Inc. d/b/a Onvoy Voice Services (“OVS”) and Zayo Enterprise Networks, LLC (“ZEN” and together with OVS, the “Applicants”) request that the Public Utilities Commission of Ohio (“Commission”) grant all the authority necessary to complete certain *pro forma* intra-corporate transactions described in detail below. These intra-corporate transactions are part of Zayo Group, LLC’s (“Zayo Group”) effort to consolidate the corporate structure of its subsidiaries and to appropriately allocate assets and customers to Zayo Group’s various operating units -- Zayo Bandwidth, Onvoy Voice Services,¹ 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 Zayo Bandwidth, LLC (“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 and as part of the instant reorganization process will realign certain operating and other assets to

¹ During the first quarter of 2010, the Onvoy Voice Services business unit is expected become a business unit of Zayo Group’s parent company, Zayo Group Holdings, Inc. (“Holdings”), as a result of the *pro forma* transfer of direct ownership of Onvoy, Inc. from Zayo Group to Holdings.

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 consist of various point-to-point and point-to-multipoint services.

Zayo Enterprise Networks will serve small, medium and large enterprise customers. Its primary product lines will consist of 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 will 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 will 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 Networx, LLC (now known as Zayo Bandwidth Tennessee, LLC) ("Zayo-TN");² (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");³ (3) Indiana

² The acquisition of Zayo-TN was completed on July 31, 2007.

³ 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) (“Zayo-IN”);⁴ (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”);⁵ (5) Northwest Telephone, Inc. (now known as Zayo Bandwidth Northwest, Inc.) (“Zayo-NW”);⁶ (6) Fiberlink, LLC d/b/a Columbia Fiber Solutions (“CFS”);⁷ and (7) NTI of California, LLC (“NTIC”).⁸

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.⁹ 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.

⁴ The acquisition of Zayo-IN was completed on September 28, 2007. *See* Case No. 07-869-TP-CIO (July 30, 2007).

⁵ The acquisition of Zayo-Central was completed on February 15, 2008.

⁶ The acquisition of Zayo-NW was completed on May 30, 2008.

⁷ The acquisition of CFS was completed on September 30, 2008.

⁸ The acquisition of NTIC was completed on May 26, 2009.

⁹ *See* Case No. 08-654-TP-ATR (June 30, 2008).

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) current Zayo Bandwidth companies to ZB and two subsidiaries Zayo-TN and Adesta Communications, Inc. (“ACI”)¹⁰. As a result, all of the various existing Zayo Bandwidth entities except Zayo-TN and ACI, will be consolidated into ZB.¹¹ 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 Application seeks approval of the realignment of services.

B. Onvoy, Inc. d/b/a Onvoy Voice Services

OVS is a Minnesota corporation with its headquarters located at 300 South Highway 169, Suite 700, St. Louis Park, MN 55426. OVS is currently a direct subsidiary of Zayo Group. OVS provides wholesale local exchange, competitive tandem and transport services, long distance, intrastate PRI service, local transit, direct inward dialing and SS7 services to other local exchange carriers and interexchange carriers, as well as some retail customers. In Ohio, OVS 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.

C. Zayo Enterprise Networks, LLC

ZEN is a Delaware limited liability company with its corporate headquarters located at 901 Front Street, Suite 200, Louisville, Colorado 80027. ZEN is a direct subsidiary of Zayo Group. ZEN primarily provides business data services including Ethernet, Dedicated Internet Access, Virtual Private Networks, Voice Over Internet Protocol services and managed services

¹⁰ ACI does not provide, or hold any authorizations to provide, regulated telecommunications services in any state.

¹¹ 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.

including audio and video conferencing. ZEN also provides some traditional switched voice and data services. ZEN's customers are small, medium and large enterprise customers. In Ohio, ZEN is seeking Certificates to provide local exchange and competitive telecommunications provider services.¹²

II. CONTACT INFORMATION

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

For Applicants:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
(202) 373-6697 (Tel)
(202) 373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

With copies to:

Scott E. Beer
General Counsel
Zayo Group, LLC
901 Front Street, Suite 200
Louisville, CO 80027
(303) 381-4664 (Tel)
(303) 226-5923 (Fax)
sbeer@zayo.com

III. DESCRIPTION OF *PRO FORMA* INTRA-CORPORATE TRANSACTION

Although much of the intra-corporate reorganization described above will affect the operations in other states, in Ohio, 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.¹³ As a result, certain customers of OVS in Ohio will be aligned with ZEN.¹⁴ Although regulated telecommunications services have continued to be provided by OVS since that transaction under its existing certificates and tariffs, Zayo Group has already consolidated many of the 'back

¹² Concurrently with this filing, ZEN is filing a application for such Certificates. See Case No. 09-1919-TP-ACE.

¹³ Zayo-IN is filing a separate Application with respect to its merger with and into ZB. 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. 09-0014-TP-ACE on February 17, 2009. Upon completion of Zayo-IN's merger with and into ZB, Zayo-IN's Certificate will be cancelled.

¹⁴ OVS's remaining customers will continue to be served under OVS's existing Certificates and tariffs with no change. As such OVS does not seek to transfer or cancel its Certificate.

office' functions of the service in the appropriate business unit. In the current reorganization, Zayo Group will complete that realignment so that the telecommunications services will be provided by the applicable business unit as well, under its own authorizations and tariffs. This synchronization of assets and customers with the appropriate business unit will not result in any changes to the services received by customers, including rates, terms and conditions of service. Except for the corporate name of the entity providing their service, this intra-corporate transaction is entirely transparent to customer. Affected customers will be notified of this *pro forma* change. A sample form of the notice provided to applicable affected customers is provided in Exhibit D-1.

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

IV. PUBLIC INTEREST CONSIDERATIONS

The Applicants submit that the *pro forma* intra-corporate transactions described herein are in the public interest. 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 the efficiencies and focus, OVS, ZB and ZEN will become stronger competitors to the ultimate benefit of all consumers.

Further, the transactions 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. Therefore, the intra-corporate transactions will not result in customer confusion.

All of Zayo Group's subsidiaries, including the Applicants, have the same corporate officers. 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 transactions described herein.

EXHIBIT D-1

Customer Notice Information

The 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:

As a Zayo Enterprise Networks customer, we want to thank you again for your valued business. On an administrative note, we are notifying you that Zayo Group is implementing an internal corporate reorganization and thus your telecommunications carrier of record will be Zayo Enterprise Networks on or after December 31, 2009. Zayo Enterprise Networks will continue to provide you the same telecommunications services that are currently provided by our affiliate, Onvoy Voice Services, and your associated pricing and terms and conditions of service will not change as a result of this reorganization. There is no charge associated with the change from Onvoy Voice Services to Zayo Enterprise Networks and any preferred carrier freeze you have will remain in place. You may have already, or will soon, receive bills with the Zayo Enterprise Networks logo and we will continue to serve your needs with your account or service using the same customer service staff at: 1-866-629-8200. We recognize that you do have the right to change telecommunications providers subject to restrictions in your contract or service order. Zayo Enterprise Networks 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:

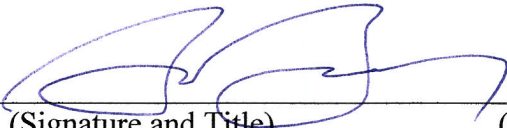
SS:

COUNTY OF BOULDER:

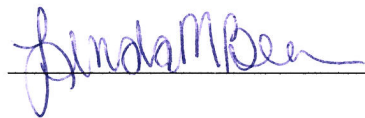
AFFIDAVIT

I, Scott Beer, am an authorized agent of the applicant corporations, Onvoy, Inc. and Zayo Enterprise Networks, LLC, and am authorized to make this statement on its behalf. I attest that customer notices accompanying this affidavit were/will be sent to affected customers through a bill notation on each customers bill issued on December 1, 2009, 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 11-18-09 Douglas County, Colorado
(Date) (Location)

/s/  _____
(Signature and Title) (Date)

Subscribed and sworn to before me this 11-18-09
(Date)



Notary Public Linda M. BEER
My Commission Expires: 6-8-2011

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 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 2nd day of December, A.D. 2009*

A handwritten signature in black ink, appearing to read "Jennifer Brunner", written in a cursive style.

Ohio Secretary of State

Validation Number: V2009336DC3360

**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 a Trade Name Registration for ONVOY VOICE SERVICES, Registration Number 1780213, filed in this office on May 14, 2008, filed by Onvoy, Inc., 300 South Highway 169,, SUITE 700 Minneapolis, MN 55426, under section 1329.01 of the Ohio Revised Code, and 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 2nd day of December, A.D. 2009*

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

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 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 18th day of November, A.D. 2009*

A handwritten signature in black ink, appearing to read "Jennifer Brunner". The signature is fluid and cursive, written in a professional style.

Ohio Secretary of State

Validation Number: V2009322N3B011

ATTACHMENT 2

List of Officers and Directors or Managers

Officers of Onvoy

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

Officers of ZEN

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

Directors of Onvoy and Managers of ZEN

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

The officers and directors or managers of Onvoy and ZEN can all be reached through Zayo Group, LLC at:

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

ATTACHMENT 3

List of Ohio Exchanges Specifically Involved or Affected

Concurrently with this Application, Zayo Enterprise Networks, LLC ("ZEN") is filing an Application for a Certificate to provide local exchange and competitive telecommunications services (the "Certificate Application"). Included with the Certificate Application is a list of exchanges where ZEN seeks to provide services, which mirrors the list currently on file for Onvoy. ZEN respectfully requests that the Commission incorporate by reference the List of Ohio Exchanges included with ZEN's Certificate Application.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

12/7/2009 2:02:05 PM

in

Case No(s). 09-1920-TP-AMT

Summary: Application Application of Onvoy, Inc. d/b/a Onvoy Voice Services, Inc., and Zayo Enterprise Networks, LLC for Approval for Transfer of Assets electronically filed by Mr. Brett P Ferencak on behalf of Onvoy, Inc. and Zayo Enterprise Networks, LLC