

Jean L. Kiddoo  
Brett P. Ferenchak  
jean.kiddoo@bingham.com  
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March 17, 2011

**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. 11-1347 -TP-CIO - In the Matter of the Application of Zayo Group, LLC and Zayo Bandwidth, LLC for Approval of a Pro Forma Intra-Corporate Transaction**

Dear Ms. Jenkins:

On behalf of Zayo Group, LLC and Zayo Bandwidth, 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 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 Zayo Group, LLC and )  
Zayo Bandwidth, LLC for Approval of a *Pro Forma* Intra- )  
Corporate Transaction )  
)

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

Case No. **11-1347-TP-CIO**

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

Name of Registrant(s) **Zayo Bandwidth, LLC ("ZB") and Zayo Group, LLC ("Zayo")**

DBA(s) of Registrant(s) \_\_\_\_\_

Address of Registrant(s) **400 Centennial Parkway, Suite 200, Louisville, CO 80027**

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

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

Regulatory Contact Person's Email Address **pchevalier@zayo.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, Associate 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.]

**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	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 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 checked="" type="checkbox"/> <b>CLEC</b>
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA 1-6-14(F) (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(F) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(F)(4) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(G) (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14 (C)(1)(c) (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF 1-6-08(G)(0 day)
BLES withdrawal			<input type="checkbox"/> ZTA 1-6-25(B) (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 checked="" type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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

<b>Certification</b>	<b>ILEC</b> (Out of Territory)	<b>CLEC</b>	<b>Carrier's Not</b> <b>Offering BLES</b>	<b>CESTC</b>	<b>CETC</b>
* See Supplemental form	<input type="checkbox"/> ACE 1-6-08 * (Auto 30- day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 day)	<input type="checkbox"/> UNC1-6-09 * (Non-Auto)

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

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

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

<b>Carrier to Carrier</b>	<b>ILEC</b>	<b>CLEC</b>
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)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights-of-Way.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	
<b>Wireless Providers</b> See 4901:1-6-24	<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, Zayo Group, LLC, and am authorized to make this statement on its behalf.

Scott E. Beer  
(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) **[SEE ATTACHED VERIFICATION]** (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.*

---

**VERIFICATION**

I, Scott E. Beer 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) **[SEE ATTACHED VERIFICATION]** (Date) \_\_\_\_\_

*\*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**

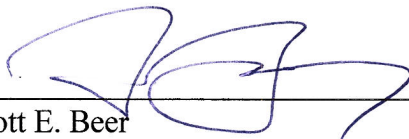
***Make such filing electronically as directed in Case No 06-900-AU-WVR***

STATE OF COLORADO  
COUNTY OF BOULDER

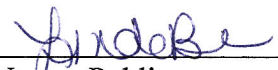
§  
§  
§

**AFFIDAVIT**

I, Scott E. Beer, state that I am the Vice President, General Counsel and Secretary of Zayo Group, LLC and Zayo Bandwidth, LLC (together, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Scott E. Beer  
VP, General Counsel & Secretary  
Zayo Group, LLC  
Zayo Bandwidth, LLC

Sworn and subscribed before me this 3 day of February, 2011.

  
\_\_\_\_\_  
Notary Public L. BEER

My commission expires 6-8-2011

### **LIST OF EXHIBITS**

<b>Exhibit A</b>	Superseded Tariff Sheets and Price List
<b>Exhibit B</b>	Revised Tariff Sheets and Price List
<b>Exhibit C</b>	Description of Transaction
<b>Exhibit C-1</b>	Pre- and Post- <i>Pro Forma</i> Transaction Corporate Structure Charts
<b>Exhibit D-1</b>	Customer Notice Information
<b>Exhibit D-2</b>	Customer Notice Affidavit

### **LIST OF ATTACHMENTS**

<b>Attachment 1</b>	Certificates of Good Standing from Ohio Secretary of State
<b>Attachment 2</b>	List of Officers and Directors
<b>Attachment 3</b>	List of Ohio Exchanges

## **EXHIBIT A**

### **Superseded Tariff Sheets and Price List**

Zayo is adopting the tariffs of ZB filed in Case No. 90-9363-TP-TRF.



## **EXHIBIT B**

### **Revised Tariff Sheets and Price List**

Zayo provides revised Title Pages and Check Sheets to accomplish the adoption of ZB's P.U.C.O. Tariff Nos. 1, 2 and 3 and Price List No. 1 as Zayo's P.U.C.O. Tariff Nos. 1, 2 and 3 and Price List No. 1.

REGULATIONS AND SCHEDULE OF INTRASTATE CHARGES  
APPLYING TO INTRASTATE ACCESS SERVICES  
WITHIN THE STATE OF OHIO  
PROVIDED BY  
ZAYO GROUP, LLC (T)

**PRINCIPAL OFFICE**

Zayo Group, LLC's principal office is located at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. This Tariff is available for public inspection at the above address during regular business hours. (T)

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Issued: March 17, 2011

Effective: April 16, 2011

Issued under authority of the Public Utilities Commission of Ohio Case No. \_\_\_\_\_.

Issued By: Peter Chevalier, Associate General Counsel  
400 Centennial Parkway, Suite 200  
Louisville, Colorado 80027

## CHECKSHEET

<u>Page</u>	<u>Revision</u>	<u>Page</u>	<u>Revision</u>	<u>Page</u>	<u>Revision</u>	
1	1st Revised*	26	Original	51	Original	(T)
2	Original	27	Original	52	Original	
3	Original	28	Original	53	Original	
4	1st Revised*	29	Original	54	Original	(T)
5	Original	30	Original	55	Original	
6	Original	31	Original	56	Original	
7	Original	32	Original	57	Original	
8	Original	33	Original	58	Original	
9	Original	34	Original	59	Original	
10	Original	35	Original	60	Original	
11	Original	36	Original	61	Original	
12	Original	37	Original	62	Original	
13	Original	38	Original	63	Original	
14	Original	39	Original	64	Original	
15	Original	40	Original	65	Original	
16	Original	41	Original	66	Original	
17	Original	42	Original	67	Original	
18	Original	43	Original	68	Original	
19	Original	44	Original	69	Original	
20	Original	45	Original	70	Original	
21	Original	46	Original			
22	Original	47	Original			
23	Original	48	Original			
24	Original	49	Original			
25	Original	50	Original			

\* Included in this filing.

Issued: March 17, 2011

Effective: April 16, 2011

Issued under authority of the Public Utilities Commission of Ohio Case No. \_\_\_\_\_.

Issued By: Peter Chevalier, Associate General Counsel  
 400 Centennial Parkway, Suite 200  
 Louisville, Colorado 80027

LOCAL EXCHANGE SERVICES

WITHIN THE STATE OF OHIO

PROVIDED BY

ZAYO GROUP, LLC

(T)

**PRINCIPAL OFFICE**

Zayo Group, LLC's principal office is located at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. (T)  
This Local Exchange Tariff is available for public inspection at the above address during regular business hours and (T)  
is also available on Zayo Group, LLC's website at [www.zayo.com](http://www.zayo.com).

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Issued: March 17, 2011

Effective: April 16, 2011

Issued under authority of the Public Utilities Commission of Ohio Case No. \_\_\_\_\_.

Issued By: Peter Chevalier, Associate General Counsel  
Zayo Group, LLC  
400 Centennial Parkway, Suite 200  
Louisville, Colorado 80027

CHECK SHEET

<u>SHEET</u>	<u>REVISION</u>
--------------	-----------------

Title Sheet	Original*	(T)
1	Original*	(T)
2	Original	
3	Original	
4	Original	
5	Original	
6	Original	
7	Original	

\*Included in this filing

(T)

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Issued: March 17, 2011

Effective: April 16, 2011

Issued under authority of the Public Utilities Commission of Ohio Case No. \_\_\_\_\_.

Issued By: Peter Chevalier, Associate General Counsel  
Zayo Group, LLC  
400 Centennial Parkway, Suite 200  
Louisville, Colorado 80027

COMPETITIVE TELECOMMUNICATIONS SERVICE  
PUCO NO. 3

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**TITLE SHEET**

**P.U.C.O. Tariff No. 3** (T)  
(T)

**ZAYO GROUP, LLC** (T)

This tariff addresses the provision of competitive telecommunication services by Zayo Group, LLC (T)  
between locations within the State of Ohio. This tariff is available for public inspection during normal (T)  
business hours at the main office of 400 Centennial Parkway, Suite 200, Louisville, Colorado, 80027. (T)

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

This tariff is on file with the Public Utilities Commission of Ohio as Case No. \_\_\_\_\_.

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Issued: March 17, 2011

Effective: April 16, 2011

Issued by:  
Peter Chevalier, Associate General Counsel  
400 Centennial Parkway, Suite 200  
Louisville, Co 80027

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

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**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.

<b>PAGE</b>	<b>REVISION LEVEL</b>	<b>PAGE</b>	<b>REVISION LEVEL</b>	
1	2nd Revised*	23	Original	(T)
2	2nd Revised*	24	Original	(T)
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.

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Issued: March 17, 2011

Effective: April 16, 2011

Issued by:  
Peter Chevalier, Associate General Counsel  
400 Centennial Parkway, Suite 200  
Louisville, Co 80027

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GENERAL CUSTOMER SERVICES PRICE LIST

FOR THE  
STATE OF OHIO

This Price List applies to Business Tier 2 Services and Interexchange Services furnished by Zayo Group, LLC (“Company”) between one or more points in the State of Ohio.

(T)

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Issued: March 17, 2011

Effective: April 16, 2011

Issued under authority of the Public Utilities Commission of Ohio Case No. \_\_\_\_\_.

Issued By: Peter Chevalier, Associate General Counsel  
Zayo Group, LLC  
400 Centennial Parkway, Suite 200  
Louisville, Colorado 80027



## **EXHIBIT C**

### **Description of Transaction**

Zayo Group, LLC (“Zayo”) and Zayo Bandwidth, LLC (“ZB”) (together, the “Applicants”), respectfully request Commission approval for the proposed *pro forma* merger of ZB with and into Zayo, with Zayo surviving the merger (the “*Pro Forma* Transaction”). The *Pro Forma* Transaction, along with certain other proposed *pro forma* intra-corporate transactions, are being undertaken by Applicants to simplify their existing corporate structure. Subject to regulatory approval, Applicants propose to complete the *Pro Forma* Transaction as soon as possible after April 1, 2011.

In support, Applicants provide the following information:

### **II. DESCRIPTION OF THE APPLICANTS**

Zayo and ZB are Delaware limited liability companies. Zayo and ZB currently have their principal business office at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. ZB is currently a direct, wholly owned direct subsidiary of Zayo. Zayo is a wholly owned direct subsidiary of Zayo Group Holdings, Inc. (“Holdings”), a Delaware corporation which is wholly owned by Communications Infrastructure Investments, LLC (“CII”), a Delaware limited liability company. CII has no majority owner. Pre- and post-*Pro Forma* Transaction corporate organization charts for Applicants are provided as part of Exhibit C-1.

Zayo does not currently provide telecommunications services, but will begin providing the telecommunications services currently offered by ZB upon completion of the *Pro Forma* Transaction. Zayo will acquire ZB’s Certificate as a result of their *pro forma* merger so that Zayo can continue to provide the telecommunications services currently provided by ZB in Ohio upon completion of the merger.

ZB currently provides Private Line, Ethernet, Wavelength, Dedicated Internet Access (“DIA”) and Collocation services to wholesale (*e.g.*, other carriers) and large enterprise customers. In Ohio, 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.

### **III. CONTACTS**

Questions or any correspondence, orders, or other materials pertaining to this Joint Application 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:**

Peter Chevalier  
Associate General Counsel  
Zayo Group, LLC  
400 Centennial Parkway, Suite 200  
Louisville, CO 80027  
303-414-4008 (Tel)  
303-226-5039 (Fax)  
pchevalier@zayo.com

### **IV. DESCRIPTION OF *PRO FORMA* INTRA-CORPORATE TRANSACTIONS**

As described above, the *Pro Forma* Transaction is part of Zayo's effort to simplify its existing corporate structure. Corporate structure charts illustrating the current corporate structure of Applicants and the proposed structure following the *Pro Forma* Transaction are provided as Exhibit C-1. Applicants request that the Commission grant all authority necessary for Applicants to complete the *Pro Forma* Transaction.

The merger will not result in any changes to the services received by customers, including rates, terms and conditions of service. Further, Zayo is adopting ZB's current tariffs and price list. Each of the affected customers will be transferred pursuant to terms of that customer's service contract that permit transfer to affiliates and/or pursuant to the customer's written authorization and affected customers will receive notice of the *pro forma* change. A sample notice that will be provided to applicable affected customers is provided as Exhibit D. Applicants request that the Commission grant all authority necessary for the *Pro Forma* Transaction.

### **V. PUBLIC INTEREST CONSIDERATIONS**

Applicants submit that the *Pro Forma* Transaction described herein is in the public interest. The *Pro Forma* Transaction will simplify Zayo's existing corporate structure and reduce its reporting and accounting burdens and provide other operational efficiencies. Furthermore, the *Pro Forma* Transaction will be virtually transparent to customers and will not result in any change in their services. The primary change will be the corporate name of the

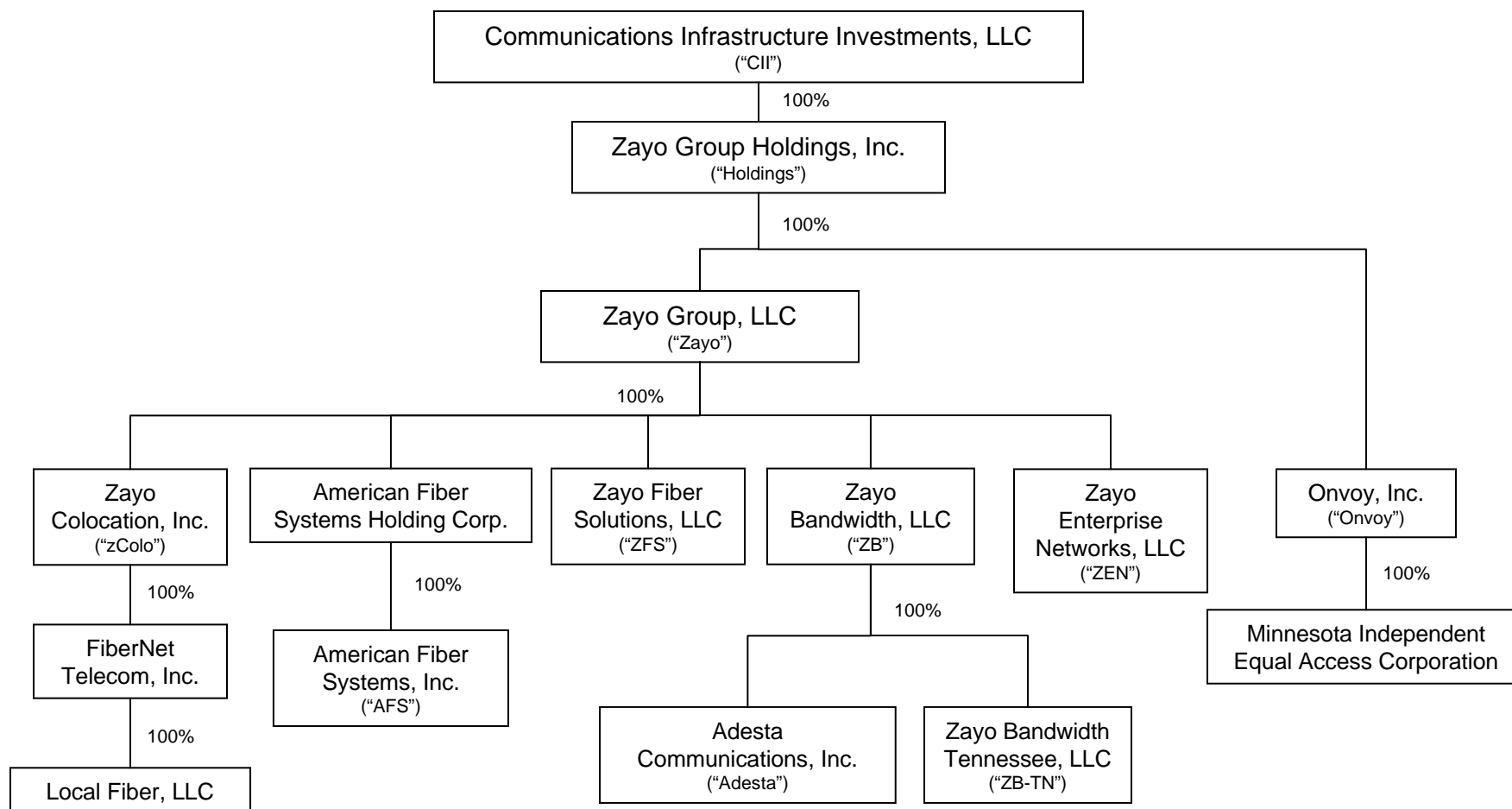
company providing the affected customer's telecommunications service and since all affected customers are already familiar with the "Zayo" brand, this change will not cause any customer confusion. Therefore, the *Pro Forma* Transaction will not result in customer confusion.

All of Zayo's subsidiaries, including ZB, share the same corporate officers and certain other technical, managerial and operational personnel. There will therefore be no material change in the technical, managerial and operational qualifications of the telecommunications provider serving the affected customers.

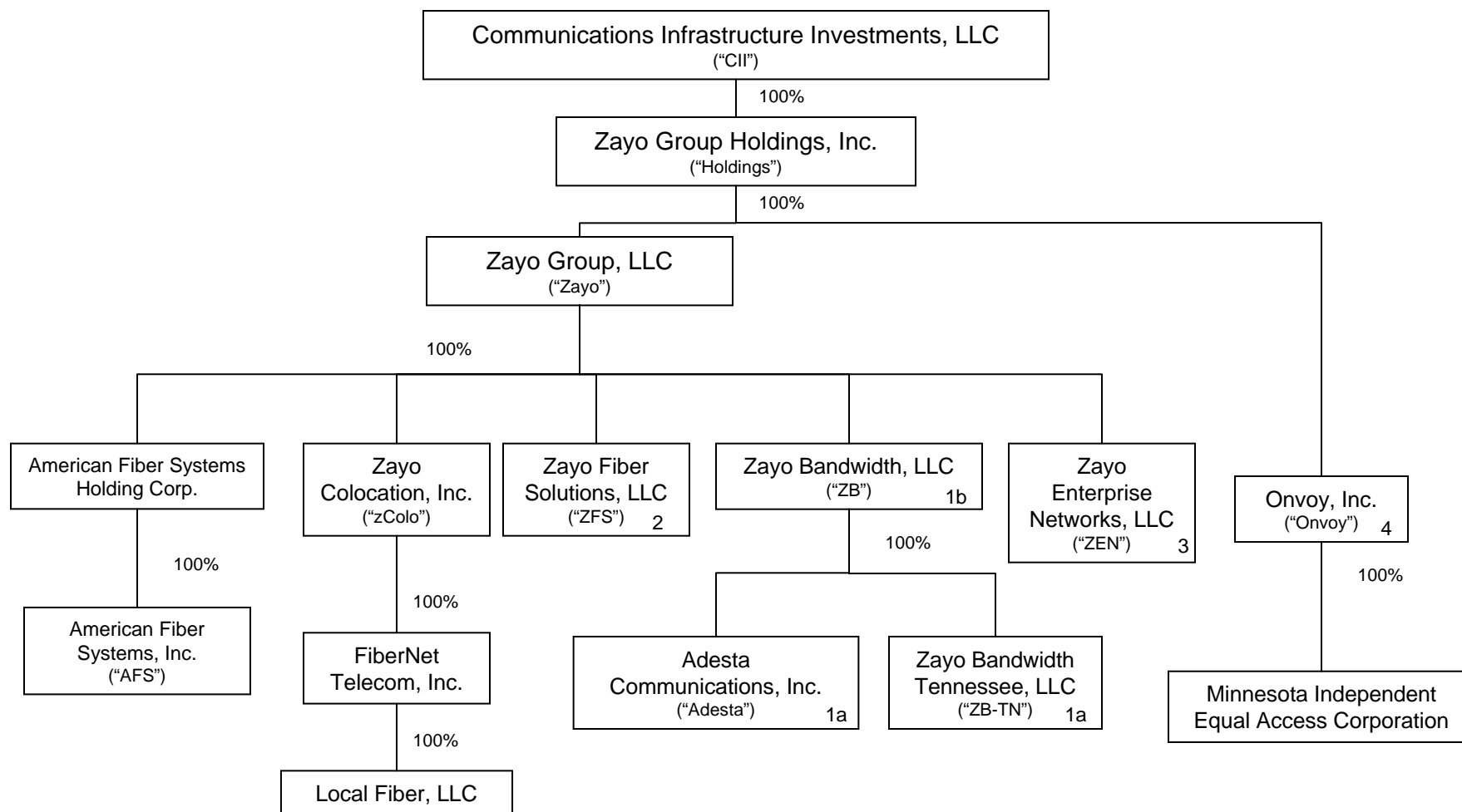
**EXHIBIT C-1**

Pre- and Post-*Pro Forma* Transaction Corporate Structure Charts

## Current Corporate Organization Structure of Holdings



## Illustration of *Pro Forma* Transactions Regarding Holdings



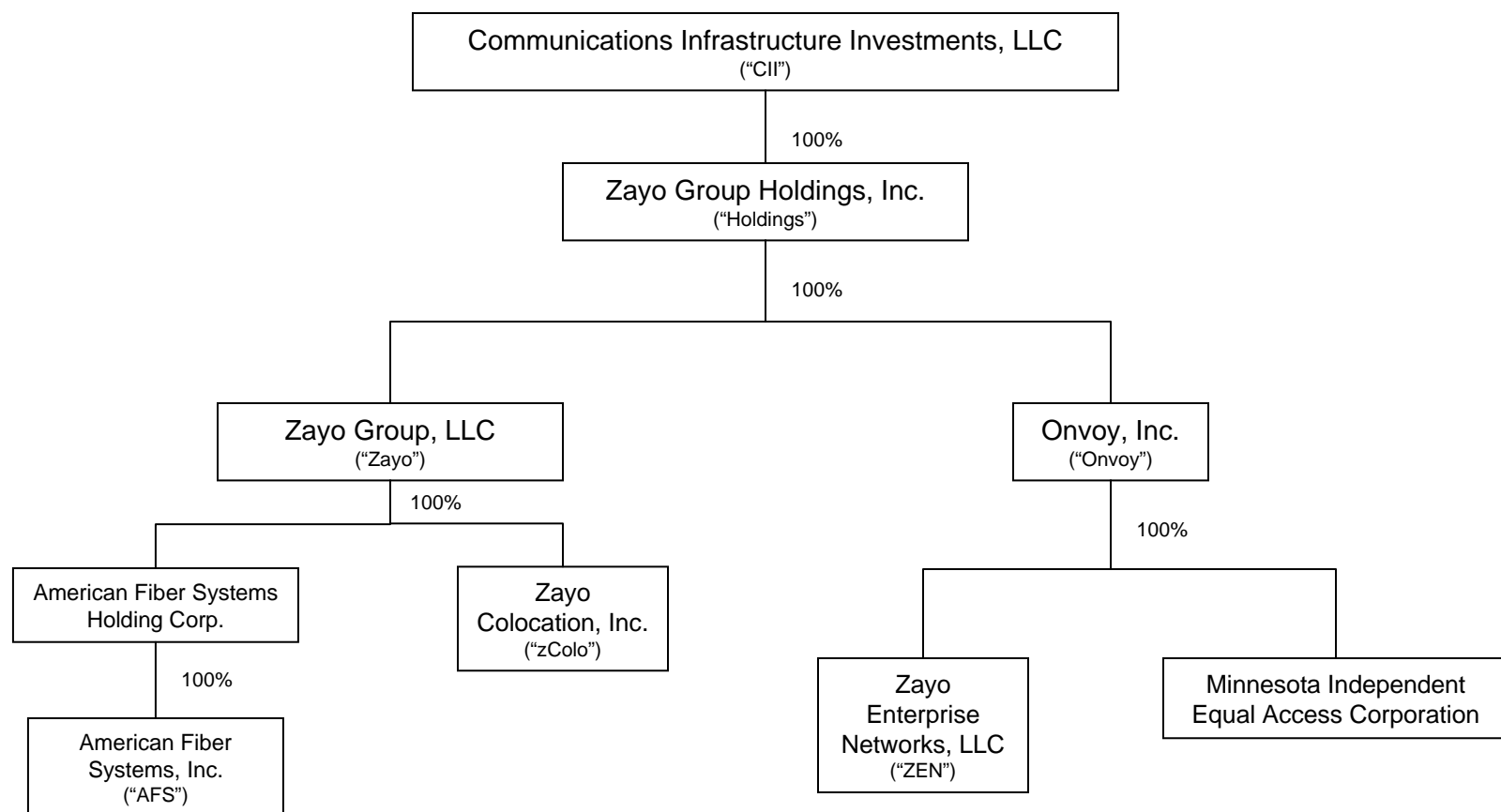
Pro Forma Transaction 1: (a) the merger of ZB-TN and Adesta with and into ZB with ZB surviving and (b) the merger of ZB with and into Zayo with Zayo surviving.

Pro Forma Transaction 2: the merger of ZFS with and into Zayo, with Zayo surviving.

Pro Forma Transaction 3: the transfer of certain assets and customers of ZEN to Zayo or ZB.

Pro Forma Transaction 4: the transfer of direct control of ZEN from Zayo to Onvoy.

## Post-Pro Forma Transactions Corporate Organization Structure of Holdings



## **EXHIBIT D-1**

### **Customer Notice Information**

The affected telecommunications customers of ZB that will be transferred to Zayo will receive notice of the change in telecommunications service providers through a bill notation. The notice will be provided to customers in their bill issued at least 15 days prior to their transfer. The text of the bill notation will be substantially similar to the following:

On or about [DATE], Zayo Group, LLC (“Zayo”) will undertake an internal corporate reorganization and consolidation, including the merger of Zayo Bandwidth, LLC into Zayo. Thus, the Zayo corporate entity that will provide your telecommunications services will be Zayo Group, LLC. 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 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 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**

To be submitted after notice is sent.

## **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, 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 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 16th day of February, A.D. 2011*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive, flowing style.

Ohio Secretary of State

Validation Number: V201144F0E6CE

**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 GROUP, LLC, a Delaware For Profit Limited Liability Company, Registration Number 1991171, filed on January 18, 2011, 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 16th day of February, A.D. 2011*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive, flowing style.

Ohio Secretary of State

Validation Number: V201144FA2844

## **ATTACHMENT 2**

### List of Officers and Directors

The officers and managers of ZB and Zayo are:

**Officers:**

Dan Caruso (President & Chief Executive Officer)  
Ken desGarennes (Vice President and Chief Financial Officer)  
Scott Beer (Vice President, General Counsel & Secretary)

**Managers:**

Daniel P. Caruso  
Gillis Cashman  
John Siegel  
John A. Downer  
Michael Choe  
Rick Connor  
Don Detampel

All of Zayo's officers and managers can be reached at its principal address and phone number.

### **ATTACHMENT 3**

#### **List of Ohio Exchanges**

The *Pro Forma* Transaction affects all of the exchanges that ZB currently provides service in. The attached list of Ohio Exchanges for Zayo includes all the exchanges currently on file for ZB, as well as some additional exchanges on file for Zayo Enterprise Networks, LLC, another subsidiary of Zayo.

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Proposed Market Area (PMA) for  
CLECs Provision of Local Service

Company Name: Zayo Group, LLC

Select All AT&T Ohio

dba:

Select All United Telephone dba Embarq

Certificate Number:

Select All Verizon North

Select All Cincinnati Bell

**Designate Proposed Market Area (PMA) by putting an "X" in appropriate boxes**

\* Hanover was inadvertently omitted from the exchange name which was updated on 9-6-06.

ILEC	COUNTY	EXCHANGE	PMA
Arcadia	HANCOCK	Arcadia	
Arthur Mutual	PAULDING	Arthur	
AT&T Ohio	ADAMS	Winchester	
AT&T Ohio	ATHENS	Nelsonville	
AT&T Ohio	BELMONT	Barnesville	
AT&T Ohio	BELMONT	Bellaire	
AT&T Ohio	BELMONT	Bethesda	
AT&T Ohio	BELMONT	Martins Ferry-Bridgeport	
AT&T Ohio	BELMONT	Somerton	
AT&T Ohio	BELMONT	St. Clairsville	
AT&T Ohio	BROWN	Aberdeen	
AT&T Ohio	BROWN	Ripley	
AT&T Ohio	BUTLER	Middletown	
AT&T Ohio	BUTLER	Monroe	
AT&T Ohio	BUTLER	Trenton	
AT&T Ohio	CHAMPAIGN	Christiansburg	
AT&T Ohio	CLARK	Donnelsville	
AT&T Ohio	CLARK	Enon	
AT&T Ohio	CLARK	Medway	
AT&T Ohio	CLARK	New Carlisle	
AT&T Ohio	CLARK	North Hampton	
AT&T Ohio	CLARK	Pitchin	
AT&T Ohio	CLARK	South Charleston	
AT&T Ohio	CLARK	South Vienna	
AT&T Ohio	CLARK	Springfield	
AT&T Ohio	CLARK	Tremont City	
AT&T Ohio	COLUMBIANA	Columbiana	
AT&T Ohio	COLUMBIANA	East Liverpool	
AT&T Ohio	COLUMBIANA	East Palestine	
AT&T Ohio	COLUMBIANA	Leetonia	
AT&T Ohio	COLUMBIANA	Lisbon	
AT&T Ohio	COLUMBIANA	New Waterford	
AT&T Ohio	COLUMBIANA	Rogers	
AT&T Ohio	COLUMBIANA	Salem	
AT&T Ohio	COLUMBIANA	Salineville	
AT&T Ohio	COLUMBIANA	Wellsville	
AT&T Ohio	COSHOCTON	Conesville	
AT&T Ohio	COSHOCTON	Coshocton	
AT&T Ohio	COSHOCTON	West Lafayette	
AT&T Ohio	CUYAHOGA	Bedford	
AT&T Ohio	CUYAHOGA	Berea	
AT&T Ohio	CUYAHOGA	Brecksville	

Proposed Market Area (PMA) for  
CLECs Provision of Local Service

AT&T Ohio	CUYAHOGA	Chagrin Falls
AT&T Ohio	CUYAHOGA	Cleveland
AT&T Ohio	CUYAHOGA	Gates Mills
AT&T Ohio	CUYAHOGA	Hillcrest
AT&T Ohio	CUYAHOGA	Independence
AT&T Ohio	CUYAHOGA	Montrose [CUY]
AT&T Ohio	CUYAHOGA	North Royalton
AT&T Ohio	CUYAHOGA	Olmsted Falls
AT&T Ohio	CUYAHOGA	Strongsville
AT&T Ohio	CUYAHOGA	Terrace
AT&T Ohio	CUYAHOGA	Trinity
AT&T Ohio	CUYAHOGA	Victory
AT&T Ohio	ERIE	Bloomington
AT&T Ohio	ERIE	Castalia
AT&T Ohio	ERIE	Sandusky
AT&T Ohio	FAIRFIELD	Carroll
AT&T Ohio	FAIRFIELD	Lancaster
AT&T Ohio	FAIRFIELD	Rushville
AT&T Ohio	FAIRFIELD	Sugar Grove
AT&T Ohio	FAYETTE	Bloomington
AT&T Ohio	FAYETTE	Jeffersonville
AT&T Ohio	FAYETTE	Milledgeville
AT&T Ohio	FAYETTE	Washington Court House
AT&T Ohio	FRANKLIN	Alton
AT&T Ohio	FRANKLIN	Canal Winchester
AT&T Ohio	FRANKLIN	Columbus
AT&T Ohio	FRANKLIN	Dublin
AT&T Ohio	FRANKLIN	Gahanna
AT&T Ohio	FRANKLIN	Grove City
AT&T Ohio	FRANKLIN	Groveport
AT&T Ohio	FRANKLIN	Harrisburg
AT&T Ohio	FRANKLIN	Hilliard
AT&T Ohio	FRANKLIN	Lockbourne
AT&T Ohio	FRANKLIN	New Albany
AT&T Ohio	FRANKLIN	Reynoldsburg
AT&T Ohio	FRANKLIN	Westerville
AT&T Ohio	FRANKLIN	Worthington
AT&T Ohio	GALLIA	Cheshire
AT&T Ohio	GALLIA	Gallipolis
AT&T Ohio	GALLIA	Guyan
AT&T Ohio	GALLIA	Rio Grande
AT&T Ohio	GALLIA	Vinton
AT&T Ohio	GALLIA	Walnut
AT&T Ohio	GEAUGA	Burton
AT&T Ohio	GEAUGA	Chesterland
AT&T Ohio	GREENE	Beavercreek
AT&T Ohio	GREENE	Bellbrook
AT&T Ohio	GREENE	Bowersville
AT&T Ohio	GREENE	Cedarville
AT&T Ohio	GREENE	Fairborn



Proposed Market Area (PMA) for  
CLECs Provision of Local Service

AT&T Ohio	GREENE	Jamestown	
AT&T Ohio	GREENE	Spring Valley	
AT&T Ohio	GREENE	Xenia	
AT&T Ohio	GREENE	Yellow Springs-Clifton	
AT&T Ohio	HANCOCK	Findlay	
AT&T Ohio	HIGHLAND	Belfast	
AT&T Ohio	HIGHLAND	Danville [HIG]	
AT&T Ohio	HIGHLAND	Hillsboro	
AT&T Ohio	HIGHLAND	Marshall	
AT&T Ohio	HIGHLAND	Rainsboro	
AT&T Ohio	HIGHLAND	Sugar Tree Ridge	
AT&T Ohio	HOCKING	Murray City	
AT&T Ohio	JEFFERSON	Mingo Junction	
AT&T Ohio	JEFFERSON	Steubenville	
AT&T Ohio	JEFFERSON	Toronto	
AT&T Ohio	LAKE	Leroy	
AT&T Ohio	LAKE	Mentor	
AT&T Ohio	LAKE	Painesville	
AT&T Ohio	LAKE	Wickliffe	
AT&T Ohio	LAKE	Willoughby	
AT&T Ohio	LAWRENCE	Arabia	
AT&T Ohio	LAWRENCE	Ironton	
AT&T Ohio	LUCAS	Holland	X
AT&T Ohio	LUCAS	Maumee	X
AT&T Ohio	LUCAS	Toledo	X
AT&T Ohio	LUCAS	Whitehouse	
AT&T Ohio	MADISON	London	
AT&T Ohio	MADISON	Sedalia	
AT&T Ohio	MADISON	South Solon	
AT&T Ohio	MADISON	West Jefferson	
AT&T Ohio	MAHONING	Canfield	
AT&T Ohio	MAHONING	Lowellville	
AT&T Ohio	MAHONING	North Jackson	
AT&T Ohio	MAHONING	North Lima	
AT&T Ohio	MAHONING	Sebring	
AT&T Ohio	MAHONING	Youngstown	
AT&T Ohio	MIAMI	Fletcher-Lena	
AT&T Ohio	MIAMI	Piqua	
AT&T Ohio	MONROE	Beallsville	
AT&T Ohio	MONROE	Clarington	
AT&T Ohio	MONROE	Duffy	
AT&T Ohio	MONROE	Graysville	
AT&T Ohio	MONROE	Lewisville	
AT&T Ohio	MONROE	Woodsfield	
AT&T Ohio	MONTGOMERY	Centerville [MOT]	
AT&T Ohio	MONTGOMERY	Dayton	
AT&T Ohio	MONTGOMERY	Miamisburg-W.Carrollton	
AT&T Ohio	MONTGOMERY	Vandalia	
AT&T Ohio	MUSKINGUM	Dresden	
AT&T Ohio	MUSKINGUM	Fultonham	

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Proposed Market Area (PMA) for  
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AT&T Ohio	MUSKINGUM	Norwich	
AT&T Ohio	MUSKINGUM	Philo	
AT&T Ohio	MUSKINGUM	Zanesville	
AT&T Ohio	PERRY	Corning	
AT&T Ohio	PERRY	Glenford	
AT&T Ohio	PERRY	New Lexington	
AT&T Ohio	PERRY	Roseville	
AT&T Ohio	PERRY	Shawnee	
AT&T Ohio	PERRY	Somerset	
AT&T Ohio	PERRY	Thornville	
AT&T Ohio	PICKAWAY	New Holland	
AT&T Ohio	PORTAGE	Atwater	
AT&T Ohio	PORTAGE	Kent	
AT&T Ohio	PORTAGE	Mantua	
AT&T Ohio	PORTAGE	Mogadore	
AT&T Ohio	PORTAGE	Ravenna	
AT&T Ohio	PORTAGE	Rootstown	
AT&T Ohio	SANDUSKY	Fremont	
AT&T Ohio	SANDUSKY	Lindsey	
AT&T Ohio	SENECA	Fostoria	
AT&T Ohio	SENECA	New Riegel	
AT&T Ohio	SENECA	Tiffin	
AT&T Ohio	STARK	Alliance	
AT&T Ohio	STARK	Canal Fulton	
AT&T Ohio	STARK	Canton	
AT&T Ohio	STARK	Hartville	
AT&T Ohio	STARK	Louisville	
AT&T Ohio	STARK	Magnolia-Waynesburg	
AT&T Ohio	STARK	Marlboro	
AT&T Ohio	STARK	Massillon	
AT&T Ohio	STARK	Navarre	
AT&T Ohio	STARK	North Canton	
AT&T Ohio	STARK	Uniontown	
AT&T Ohio	SUMMIT	Akron	X
AT&T Ohio	SUMMIT	Greensburg	X
AT&T Ohio	SUMMIT	Manchester [SUM]	
AT&T Ohio	TRUMBULL	Girard	
AT&T Ohio	TRUMBULL	Hubbard	
AT&T Ohio	TRUMBULL	Kirtland	
AT&T Ohio	TRUMBULL	Niles	
AT&T Ohio	TRUMBULL	Sharon	
AT&T Ohio	TUSCARAWAS	Gnadenhutten	
AT&T Ohio	TUSCARAWAS	Newcomerstown	
AT&T Ohio	TUSCARAWAS	Uhrichsville	
AT&T Ohio	WARREN	Franklin	
AT&T Ohio	WASHINGTON	Belpre	
AT&T Ohio	WASHINGTON	Marietta	
AT&T Ohio	WASHINGTON	New Matamoras	
AT&T Ohio	WASHINGTON	Newport	
AT&T Ohio	WAYNE	Dalton	

Proposed Market Area (PMA) for  
CLECs Provision of Local Service

AT&T Ohio	WOOD	Perrysburg	X
AT&T Ohio	WYANDOT	Upper Sandusky	
Ayersville	DEFIANCE	Ayersville	
Bascom Mutual	SENECA	Bascom	
Benton Ridge	HANCOCK	Benton Ridge	
Benton Ridge	HENRY	New Bavaria	
Benton Ridge	PUTNAM	North Creek	
Buckland	AUGLAIZE	Buckland	
CC&S Telco	WILLIAMS	Cooney	
Century	ERIE	Birmingham	
Century	ERIE	Vermilion	
Century	LORAIN	Amherst	
Century	LORAIN	Avon	
Century	LORAIN	Avon Lake	
Century	LORAIN	Lorain	
Champaign	CHAMPAIGN	Terre Haute	
Champaign	CHAMPAIGN	Urbana	
Chillicothe	ROSS	Bainbridge [ROS]	
Chillicothe	ROSS	Bourneville	
Chillicothe	ROSS	Chillicothe	
Chillicothe	ROSS	Clarksburg	
Chillicothe	ROSS	Frankfort	
Chillicothe	ROSS	Hallsville	
Chillicothe	ROSS	Kingston	
Chillicothe	ROSS	Londonderry	
Chillicothe	ROSS	Massieville	
Chillicothe	ROSS	Richmondale	
Cincinnati Bell	BUTLER	Bethany-West Chester	
Cincinnati Bell	BUTLER	Hamilton	
Cincinnati Bell	BUTLER	Reily	
Cincinnati Bell	BUTLER	Seven Mile	
Cincinnati Bell	BUTLER	Shandon	
Cincinnati Bell	CLERMONT	Bethel	
Cincinnati Bell	CLERMONT	Clermont	
Cincinnati Bell	CLERMONT	Little Miami	
Cincinnati Bell	CLERMONT	Newtonsville	
Cincinnati Bell	CLERMONT	Williamsburg	
Cincinnati Bell	HAMILTON	Cincinnati	X
Cincinnati Bell	HAMILTON	Harrison	
Columbus Grove	PUTNAM	Columbus Grove	
Conneaut	ASHTABULA	Conneaut	
Continental	PAULDING	Grover Hill	
Continental	PUTNAM	Continental	
Continental	PUTNAM	Miller City	
Doylestown	WAYNE	Doylestown	
Farmers Mutual	HENRY	Okolona	
Fort Jennings	PUTNAM	Fort Jennings	
Germantown	MONTGOMERY	Germantown	
Glandorf	PUTNAM	Glandorf	
Kalida	PUTNAM	Kalida	

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Proposed Market Area (PMA) for  
CLECs Provision of Local Service

Little Miami	BROWN	Fayetteville
Little Miami	WARREN	Butlerville
McClure	HENRY	McClure
Middle Point Home	VAN WERT	Middle Point
Minford	SCIOTO	Minford
New Knoxville	AUGLAIZE	New Knoxville
Nova	ASHLAND	Nova
Nova	ASHLAND	Sullivan
Oakwood	PAULDING	Oakwood
Orwell	ASHTABULA	Colebrook
Orwell	ASHTABULA	Orwell
Orwell	ASHTABULA	Windsor
Orwell	HANCOCK	Mount Cory
Orwell	PUTNAM	Belmore
Orwell	PUTNAM	Gilboa
Orwell	PUTNAM	Leipsic
Orwell	PUTNAM	Pandora
Orwell	TRUMBULL	North Bloomfield
Ottoville Mutual	PUTNAM	Cloverdale
Ottoville Mutual	PUTNAM	Ottoville
Pattersonville	CARROLL	Pattersonville
Ridgeville	HENRY	Ridgeville Corners
Sherwood Mutual	DEFIANCE	Sherwood
Sycamore	SENECA	McCutcheonville
Sycamore	SENECA	Melmore
Sycamore	WYANDOT	Sycamore
Telephone Service Co	AUGLAIZE	Cridersville
Telephone Service Co	AUGLAIZE	Wapakoneta
United of Indiana	DARKE	Union City
United Telephone dba Embarq	ALLEN	Beaverdam
United Telephone dba Embarq	ALLEN	Bluffton
United Telephone dba Embarq	ALLEN	Cairo
United Telephone dba Embarq	ALLEN	Delphos
United Telephone dba Embarq	ALLEN	Elida
United Telephone dba Embarq	ALLEN	Gomer
United Telephone dba Embarq	ALLEN	Lafayette
United Telephone dba Embarq	ALLEN	Lima
United Telephone dba Embarq	ALLEN	Westminster
United Telephone dba Embarq	ASHTABULA	Andover
United Telephone dba Embarq	ASHTABULA	Jefferson
United Telephone dba Embarq	ASHTABULA	New Lyme
United Telephone dba Embarq	ATHENS	Glouster
United Telephone dba Embarq	AUGLAIZE	Waynesfield
United Telephone dba Embarq	CHAMPAIGN	North Lewisburg
United Telephone dba Embarq	CHAMPAIGN	Rosewood
United Telephone dba Embarq	CRAWFORD	Bucyrus
United Telephone dba Embarq	CRAWFORD	Chatfield
United Telephone dba Embarq	CRAWFORD	Lykens
United Telephone dba Embarq	CRAWFORD	New Winchester
United Telephone dba Embarq	DARKE	Ansonia

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Proposed Market Area (PMA) for  
CLECs Provision of Local Service

United Telephone dba Embarq	DARKE	Arcanum
United Telephone dba Embarq	DARKE	Bradford
United Telephone dba Embarq	DARKE	Gettysburg
United Telephone dba Embarq	DARKE	Greenville
United Telephone dba Embarq	DARKE	Hollansburg
United Telephone dba Embarq	DARKE	New Madison
United Telephone dba Embarq	DARKE	Rosburg
United Telephone dba Embarq	DARKE	Versailles
United Telephone dba Embarq	DEFIANCE	Defiance
United Telephone dba Embarq	DEFIANCE	Jewell
United Telephone dba Embarq	DELAWARE	Sunbury
United Telephone dba Embarq	FULTON	Archbold
United Telephone dba Embarq	FULTON	Lyons
United Telephone dba Embarq	FULTON	Metamora
United Telephone dba Embarq	FULTON	Swanton
United Telephone dba Embarq	FULTON	Wauseon
United Telephone dba Embarq	HARDIN	Ada
United Telephone dba Embarq	HARDIN	Alger
United Telephone dba Embarq	HARDIN	Dunkirk
United Telephone dba Embarq	HARDIN	Mount Victory
United Telephone dba Embarq	HARDIN	Ridgeway
United Telephone dba Embarq	HENRY	Deshler
United Telephone dba Embarq	HENRY	Florida
United Telephone dba Embarq	HENRY	Gerald
United Telephone dba Embarq	HENRY	Grelton-Malinta
United Telephone dba Embarq	HENRY	Hamler
United Telephone dba Embarq	HENRY	Holgate
United Telephone dba Embarq	HENRY	Liberty Center
United Telephone dba Embarq	HENRY	Napoleon
United Telephone dba Embarq	HOLMES	Big Prairie
United Telephone dba Embarq	HOLMES	Glenmont
United Telephone dba Embarq	HOLMES	Holmesville
United Telephone dba Embarq	HOLMES	Killbuck
United Telephone dba Embarq	HOLMES	Millersburg
United Telephone dba Embarq	HOLMES	Nashville
United Telephone dba Embarq	KNOX	Centerburg
United Telephone dba Embarq	KNOX	Danville [KNO]
United Telephone dba Embarq	KNOX	Fredericktown
United Telephone dba Embarq	KNOX	Gambier
United Telephone dba Embarq	KNOX	Martinsburg
United Telephone dba Embarq	KNOX	Mount Vernon
United Telephone dba Embarq	LICKING	Alexandria
United Telephone dba Embarq	LICKING	Croton
United Telephone dba Embarq	LICKING	Hebron
United Telephone dba Embarq	LICKING	Johnstown
United Telephone dba Embarq	LICKING	Pataskala
United Telephone dba Embarq	LICKING	Utica-Homer
United Telephone dba Embarq	LOGAN	Belle Center
United Telephone dba Embarq	LOGAN	Bellefontaine
United Telephone dba Embarq	LOGAN	De Graff

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Proposed Market Area (PMA) for  
CLECs Provision of Local Service

United Telephone dba Embarq	LOGAN	East Liberty
United Telephone dba Embarq	LOGAN	Huntsville
United Telephone dba Embarq	LOGAN	Rushsylvania
United Telephone dba Embarq	LOGAN	Russells Point
United Telephone dba Embarq	LOGAN	West Liberty
United Telephone dba Embarq	LOGAN	West Mansfield
United Telephone dba Embarq	LUCAS	Richfield Center-Berkey
United Telephone dba Embarq	LUCAS	Waterville
United Telephone dba Embarq	MAHONING	Berlin Center
United Telephone dba Embarq	MAHONING	Damascus
United Telephone dba Embarq	MAHONING	North Benton
United Telephone dba Embarq	MARION	Caledonia
United Telephone dba Embarq	MERCER	Rockford
United Telephone dba Embarq	MORGAN	Chesterhill
United Telephone dba Embarq	MORGAN	McConnelsville
United Telephone dba Embarq	MORGAN	Pennsville
United Telephone dba Embarq	MORGAN	Reinersville-Hackney
United Telephone dba Embarq	MORGAN	Stockport
United Telephone dba Embarq	MORROW	Cardington
United Telephone dba Embarq	MORROW	Chesterville
United Telephone dba Embarq	MORROW	Johnsville
United Telephone dba Embarq	MORROW	Marengo
United Telephone dba Embarq	MORROW	Mount Gilead
United Telephone dba Embarq	MUSKINGUM	Adamsville
United Telephone dba Embarq	MUSKINGUM	Frazeytsburg
United Telephone dba Embarq	PERRY	Crooksville
United Telephone dba Embarq	PERRY	Junction City
United Telephone dba Embarq	PICKAWAY	Mount Sterling
United Telephone dba Embarq	PORTAGE	Lake Milton
United Telephone dba Embarq	PORTAGE	Wayland
United Telephone dba Embarq	PORTAGE	Windham
United Telephone dba Embarq	PREBLE	Camden
United Telephone dba Embarq	PREBLE	Eaton
United Telephone dba Embarq	PREBLE	Eldorado
United Telephone dba Embarq	PREBLE	New Paris
United Telephone dba Embarq	PREBLE	West Manchester
United Telephone dba Embarq	PUTNAM	Ottawa
United Telephone dba Embarq	RICHLAND	Adario
United Telephone dba Embarq	RICHLAND	Bellville
United Telephone dba Embarq	RICHLAND	Butler
United Telephone dba Embarq	RICHLAND	Lexington
United Telephone dba Embarq	RICHLAND	Lucas
United Telephone dba Embarq	RICHLAND	Mansfield
United Telephone dba Embarq	RICHLAND	Shelby
United Telephone dba Embarq	RICHLAND	Shiloh
United Telephone dba Embarq	SANDUSKY	Woodville
United Telephone dba Embarq	SENECA	Green Springs
United Telephone dba Embarq	SENECA	Old Fort
United Telephone dba Embarq	SHELBY	Anna
United Telephone dba Embarq	SHELBY	Botkins

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Proposed Market Area (PMA) for  
CLECs Provision of Local Service

United Telephone dba Embarq	SHELBY	Fort Loramie
United Telephone dba Embarq	SHELBY	Jackson Center
United Telephone dba Embarq	SHELBY	Sidney
United Telephone dba Embarq	TRUMBULL	Bristolville
United Telephone dba Embarq	TRUMBULL	Cortland
United Telephone dba Embarq	TRUMBULL	Greene
United Telephone dba Embarq	TRUMBULL	Hartford
United Telephone dba Embarq	TRUMBULL	Johnston
United Telephone dba Embarq	TRUMBULL	Kinsman
United Telephone dba Embarq	TRUMBULL	Newton Falls
United Telephone dba Embarq	TRUMBULL	Warren
United Telephone dba Embarq	UNION	Byhalia
United Telephone dba Embarq	UNION	Magnetic Springs
United Telephone dba Embarq	UNION	Marysville
United Telephone dba Embarq	UNION	Milford Center
United Telephone dba Embarq	UNION	Raymond
United Telephone dba Embarq	UNION	York Center
United Telephone dba Embarq	VAN WERT	Van Wert
United Telephone dba Embarq	VAN WERT	Venedocia
United Telephone dba Embarq	WARREN	Lebanon
United Telephone dba Embarq	WARREN	Mason
United Telephone dba Embarq	WARREN	Morrow
United Telephone dba Embarq	WARREN	South Lebanon
United Telephone dba Embarq	WARREN	Waynesville
United Telephone dba Embarq	WASHINGTON	Bartlett
United Telephone dba Embarq	WAYNE	Apple Creek
United Telephone dba Embarq	WAYNE	Fredericksburg
United Telephone dba Embarq	WAYNE	Kidron
United Telephone dba Embarq	WAYNE	Marshallville
United Telephone dba Embarq	WAYNE	Orrville
United Telephone dba Embarq	WAYNE	Rittman
United Telephone dba Embarq	WAYNE	Shreve
United Telephone dba Embarq	WAYNE	Smithville
United Telephone dba Embarq	WAYNE	Sterling
United Telephone dba Embarq	WAYNE	Wooster
United Telephone dba Embarq	WILLIAMS	Stryker
United Telephone dba Embarq	WOOD	Bloomdale
United Telephone dba Embarq	WOOD	Cygnets
United Telephone dba Embarq	WOOD	Luckey
United Telephone dba Embarq	WOOD	Moline
United Telephone dba Embarq	WOOD	Portage
United Telephone dba Embarq	WOOD	Risingsun
United Telephone dba Embarq	WOOD	Stony Ridge
Vanlue	HANCOCK	Vanlue
Vaughnsville	PUTNAM	Vaughnsville
Verizon North	ADAMS	Manchester [ADA]
Verizon North	ADAMS	Peebles
Verizon North	ADAMS	Seaman
Verizon North	ADAMS	West Union
Verizon North	ALLEN	Spencerville

Proposed Market Area (PMA) for  
CLECs Provision of Local Service

Verizon North	ASHLAND	Ashland
Verizon North	ASHLAND	Hayesville
Verizon North	ASHLAND	Loudonville
Verizon North	ASHLAND	Perrysville
Verizon North	ASHLAND	Polk
Verizon North	ASHLAND	Redhaw
Verizon North	ASHLAND	Savannah
Verizon North	ATHENS	Albany
Verizon North	ATHENS	Amesville
Verizon North	ATHENS	Athens
Verizon North	ATHENS	Guysville
Verizon North	ATHENS	New Marshfield
Verizon North	ATHENS	Shade
Verizon North	ATHENS	The Plains
Verizon North	AUGLAIZE	Minster
Verizon North	AUGLAIZE	New Bremen
Verizon North	AUGLAIZE	St. Marys
Verizon North	BELMONT	Flushing
Verizon North	BROWN	Decatur
Verizon North	BROWN	Georgetown
Verizon North	BROWN	Hamersville
Verizon North	BROWN	Higginsport
Verizon North	BROWN	Mount Orab
Verizon North	BROWN	Russellville
Verizon North	BROWN	Sardinia
Verizon North	BUTLER	Morning Sun
Verizon North	BUTLER	Oxford
Verizon North	CARROLL	Carrollton
Verizon North	CARROLL	Dellroy
Verizon North	CARROLL	Harlem Springs
Verizon North	CARROLL	Malvern
Verizon North	CARROLL	Mechanicstown
Verizon North	CHAMPAIGN	Mechanicsburg
Verizon North	CHAMPAIGN	Woodstock
Verizon North	CLARK	Catawba
Verizon North	CLERMONT	Felicity
Verizon North	CLINTON	Blanchester
Verizon North	CLINTON	Clarksville
Verizon North	CLINTON	Martinsville
Verizon North	CLINTON	New Burlington
Verizon North	CLINTON	New Vienna
Verizon North	CLINTON	Port William
Verizon North	CLINTON	Sabina
Verizon North	CLINTON	Wilmington
Verizon North	COLUMBIANA	East Rochester
Verizon North	COLUMBIANA	Hanoverton
Verizon North	COLUMBIANA	North Georgetown
Verizon North	COLUMBIANA	Winona
Verizon North	COSHOCTON	Cooperdale
Verizon North	COSHOCTON	Warsaw



Proposed Market Area (PMA) for  
CLECs Provision of Local Service

Verizon North	CRAWFORD	Crestline
Verizon North	CRAWFORD	Galion
Verizon North	CRAWFORD	New Washington
Verizon North	DARKE	North Star
Verizon North	DARKE	Yorkshire
Verizon North	DEFIANCE	Hicksville
Verizon North	DEFIANCE	Ney
Verizon North	DELAWARE	Ashley
Verizon North	DELAWARE	Cheshire Center
Verizon North	DELAWARE	Delaware
Verizon North	DELAWARE	Kilbourne
Verizon North	DELAWARE	Ostrander
Verizon North	DELAWARE	Radnor
Verizon North	DELAWARE	Rathbone
Verizon North	ERIE	Berlin Heights
Verizon North	ERIE	Huron
Verizon North	ERIE	Kelleys Island
Verizon North	ERIE	Milan
Verizon North	FAIRFIELD	Amanda
Verizon North	FAIRFIELD	Baltimore
Verizon North	FAIRFIELD	Bremen
Verizon North	FAIRFIELD	Millersport
Verizon North	FAIRFIELD	Pleasantville
Verizon North	FULTON	Fayette
Verizon North	GUERNSEY	Byesville
Verizon North	GUERNSEY	Cambridge
Verizon North	HANCOCK	Arlington
Verizon North	HANCOCK	Jenera
Verizon North	HANCOCK	McComb
Verizon North	HANCOCK	Mount Blanchard
Verizon North	HANCOCK	Rawson
Verizon North	HANCOCK	Van Buren
Verizon North	HARDIN	Forest
Verizon North	HARRISON	Bowerston
Verizon North	HARRISON	Cadiz
Verizon North	HARRISON	Freeport
Verizon North	HARRISON	Jewett
Verizon North	HARRISON	Scio
Verizon North	HIGHLAND	Greenfield
Verizon North	HIGHLAND	Leesburg
Verizon North	HIGHLAND	Lynchburg
Verizon North	HIGHLAND	Mowrystown
Verizon North	HIGHLAND	Sinking Spring
Verizon North	HOCKING	Laurelville
Verizon North	HOCKING	Logan
Verizon North	HOLMES	Berlin
Verizon North	HOLMES	Lakeville
Verizon North	HURON	Bellevue
Verizon North	HURON	Greenwich
Verizon North	HURON	Monroeville

Proposed Market Area (PMA) for  
CLECs Provision of Local Service

Verizon North	HURON	New London	
Verizon North	HURON	Norwalk	
Verizon North	HURON	Wakeman	
Verizon North	HURON	Willard	
Verizon North	JACKSON	Jackson	
Verizon North	JACKSON	Oak Hill	
Verizon North	JACKSON	Wellston	
Verizon North	JEFFERSON	Adena	
Verizon North	JEFFERSON	Amsterdam	
Verizon North	JEFFERSON	Bergholz	
Verizon North	JEFFERSON	Brilliant	
Verizon North	JEFFERSON	Dillonvale-Mt. Pleasant	
Verizon North	JEFFERSON	Knoxville	
Verizon North	JEFFERSON	Richmond	
Verizon North	JEFFERSON	Smithfield	
Verizon North	JEFFERSON	Tiltonsville	
Verizon North	LAWRENCE	Chesapeake	
Verizon North	LORAIN	Grafton	
Verizon North	LORAIN	North Eaton	
Verizon North	LORAIN	Oberlin	
Verizon North	LORAIN	Wellington	
Verizon North	LUCAS	Curtice-Oregon	
Verizon North	LUCAS	Sylvania	X
Verizon North	MADISON	Resaca	
Verizon North	MARION	Green Camp	
Verizon North	MARION	Larue	
Verizon North	MARION	Marion	
Verizon North	MARION	Morral	
Verizon North	MARION	Prospect	
Verizon North	MARION	Waldo	
Verizon North	MEDINA	Brunswick	
Verizon North	MEDINA	Chatham	
Verizon North	MEDINA	Homerville	
Verizon North	MEDINA	Lodi	
Verizon North	MEDINA	Medina	
Verizon North	MEDINA	Seville	
Verizon North	MEDINA	Sharon Center	
Verizon North	MEDINA	Spencer	
Verizon North	MEDINA	Valley City	
Verizon North	MEDINA	Wadsworth	
Verizon North	MEDINA	Westfield Center	
Verizon North	MEIGS	Letart Falls	
Verizon North	MEIGS	Pomeroy	
Verizon North	MEIGS	Portland	
Verizon North	MERCER	Celina	
Verizon North	MERCER	Coldwater	
Verizon North	MERCER	Fort Recovery	
Verizon North	MERCER	Maria Stein	
Verizon North	MERCER	Mendon	
Verizon North	MIAMI	Laura	

Proposed Market Area (PMA) for  
CLECs Provision of Local Service

Verizon North	MIAMI	Tipp City
Verizon North	MIAMI	Troy
Verizon North	MIAMI	West Milton
Verizon North	MONTGOMERY	Brookville
Verizon North	MONTGOMERY	Englewood
Verizon North	MONTGOMERY	Farmersville
Verizon North	MONTGOMERY	Liberty
Verizon North	MONTGOMERY	New Lebanon
Verizon North	MONTGOMERY	Phillipsburg
Verizon North	MONTGOMERY	Trotwood
Verizon North	MUSKINGUM	New Concord
Verizon North	NOBLE	Caldwell
Verizon North	NOBLE	Dexter City
Verizon North	NOBLE	Summerfield
Verizon North	OTTAWA	Elmore
Verizon North	OTTAWA	Genoa
Verizon North	OTTAWA	Marblehead
Verizon North	OTTAWA	Oak Harbor
Verizon North	OTTAWA	Port Clinton
Verizon North	OTTAWA	Put-In-Bay
Verizon North	PAULDING	Antwerp
Verizon North	PAULDING	Payne
Verizon North	PICKAWAY	Ashville
Verizon North	PICKAWAY	Circleville
Verizon North	PICKAWAY	Williamsport
Verizon North	PIKE	Beaver
Verizon North	PIKE	Idaho
Verizon North	PIKE	Piketon
Verizon North	PIKE	Waverly
Verizon North	PORTAGE	Garrettsville
Verizon North	PREBLE	Gratis
Verizon North	PREBLE	Lewisburg
Verizon North	PREBLE	West Alexandria
Verizon North	RICHLAND	Plymouth
Verizon North	SANDUSKY	Clyde
Verizon North	SANDUSKY	Gibsonburg
Verizon North	SANDUSKY	Helena
Verizon North	SCIOTO	Portsmouth
Verizon North	SENECA	Attica
Verizon North	SENECA	Bettsville
Verizon North	SENECA	Bloomville
Verizon North	SENECA	Republic
Verizon North	STARK	Beach City
Verizon North	STARK	Brewster
Verizon North	STARK	Minerva
Verizon North	STARK	Paris
Verizon North	STARK	Wilmot
Verizon North	SUMMIT	Montrose [SUM]
Verizon North	TUSCARAWAS	Baltic
Verizon North	TUSCARAWAS	Bolivar

Proposed Market Area (PMA) for  
CLECs Provision of Local Service

Verizon North	TUSCARAWAS	Mineral City
Verizon North	TUSCARAWAS	New Philadelphia
Verizon North	TUSCARAWAS	Strasburg
Verizon North	TUSCARAWAS	Sugarcreek
Verizon North	UNION	Plain City
Verizon North	UNION	Richwood
Verizon North	VAN WERT	Convoy
Verizon North	VAN WERT	Ohio City
Verizon North	VAN WERT	Scott
Verizon North	VAN WERT	Willshire-Wren
Verizon North	VINTON	McArthur
Verizon North	VINTON	Wilkesville
Verizon North	WASHINGTON	Barlow
Verizon North	WASHINGTON	Beverly
Verizon North	WASHINGTON	Lowell
Verizon North	WASHINGTON	Lower Salem
Verizon North	WASHINGTON	Watertown
Verizon North	WAYNE	Burbank
Verizon North	WAYNE	Congress
Verizon North	WAYNE	Creston
Verizon North	WAYNE	West Salem
Verizon North	WILLIAMS	Bryan
Verizon North	WILLIAMS	Edgerton
Verizon North	WILLIAMS	Edon
Verizon North	WILLIAMS	Evansport
Verizon North	WILLIAMS	Montpelier
Verizon North	WILLIAMS	Pioneer
Verizon North	WILLIAMS	West Unity
Verizon North	WOOD	Bowling Green
Verizon North	WOOD	Grand Rapids
Verizon North	WOOD	Haskins-Tontogany
Verizon North	WOOD	North Baltimore
Verizon North	WOOD	Pemberville
Verizon North	WOOD	Wayne-Bradner
Verizon North	WOOD	Weston
Verizon North	WYANDOT	Carey
Verizon North	WYANDOT	Harpster
Verizon North	WYANDOT	Nevada
Verizon North	WYANDOT	Wharton
Wabash Mutual	MERCER	Wabash
Windstream Ohio	CHAMPAIGN	St. Paris
Windstream Ohio	FULTON	Chesterfield
Windstream Ohio	FULTON	Delta
Windstream Ohio	FULTON	Neapolis
Windstream Ohio	HARDIN	Kenton
Windstream Ohio	LICKING	Granville
Windstream Ohio	LICKING	Gratitot
Windstream Ohio	LICKING	Hanover-Marne*
Windstream Ohio	LICKING	Newark
Windstream Ohio	LICKING	St. Louisville

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Proposed Market Area (PMA) for  
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Windstream Ohio	LORAIN	Columbia Station
Windstream Ohio	LORAIN	Elyria
Windstream Ohio	MIAMI	Covington
Windstream Ohio	MIAMI	Pleasant Hill
Windstream Ohio	PAULDING	Paulding
Windstream Western Reserve	ASHTABULA	Ashtabula
Windstream Western Reserve	ASHTABULA	Austinburg
Windstream Western Reserve	ASHTABULA	Dorset
Windstream Western Reserve	ASHTABULA	Geneva
Windstream Western Reserve	ASHTABULA	Kingsville
Windstream Western Reserve	ASHTABULA	Pierpont
Windstream Western Reserve	ASHTABULA	Rock Creek
Windstream Western Reserve	ASHTABULA	Trumbull
Windstream Western Reserve	ATHENS	Coolville
Windstream Western Reserve	BELMONT	Centerville [BEL]
Windstream Western Reserve	BELMONT	Morristown
Windstream Western Reserve	BELMONT	Powhatan Point
Windstream Western Reserve	GEAUGA	Bainbridge [GEA]
Windstream Western Reserve	GEAUGA	Chardon
Windstream Western Reserve	GEAUGA	East Claridon
Windstream Western Reserve	GEAUGA	Huntsburg
Windstream Western Reserve	GEAUGA	Middlefield
Windstream Western Reserve	GEAUGA	Montville
Windstream Western Reserve	GEAUGA	Newbury
Windstream Western Reserve	GEAUGA	Parkman
Windstream Western Reserve	GEAUGA	Russell
Windstream Western Reserve	GEAUGA	Thompson
Windstream Western Reserve	GUERNSEY	Cumberland
Windstream Western Reserve	GUERNSEY	Fairview
Windstream Western Reserve	GUERNSEY	Old Washington
Windstream Western Reserve	GUERNSEY	Quaker City
Windstream Western Reserve	HARRISON	Hopedale
Windstream Western Reserve	JEFFERSON	Bloomingtondale
Windstream Western Reserve	LAKE	Madison
Windstream Western Reserve	LAKE	Perry
Windstream Western Reserve	MEDINA	Hinckley
Windstream Western Reserve	MEIGS	Chester
Windstream Western Reserve	PORTAGE	Aurora
Windstream Western Reserve	PORTAGE	Hiram
Windstream Western Reserve	SUMMIT	Hudson
Windstream Western Reserve	SUMMIT	Northfield
Windstream Western Reserve	SUMMIT	Peninsula
Windstream Western Reserve	SUMMIT	Richfield
Windstream Western Reserve	SUMMIT	Twinsburg
Windstream Western Reserve	TRUMBULL	Mesopotamia
Windstream Western Reserve	WASHINGTON	Little Hocking

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

**Commission of Ohio Docketing Information System on**

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**in**

**Case No(s). 11-1347-TP-CIO**

Summary: Application Application of Zayo Group, LLC and Zayo Bandwidth, LLC for Approval of a Pro Forma Intra-Corporate Transaction electronically filed by Mr. Brett P Ferencak on behalf of Zayo Group, LLC and Zayo Bandwidth LLC