

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 10-11-2017)

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, Northeastern ITS, LLC) TRF Docket No. 90 -
and Spread Holdings, LLC) Case No. 17 - 2471 - **TP - CIO**
to Transfer Indirect Control of Northeastern ITS, LLC to Zayo Group, LLC) **NOTE: Unless you have reserved a Case #, leave the**
) **"Case No" fields BLANK.**

Name of Registrant(s) Northeastern ITS, LLC
DBA(s) of Registrant(s) Not applicable
Address of Registrant(s) 800 Woodlands Parkway, Suite 205, Ridgeland, MS 39157
Company Web Address www.spreadnetworks.com
Regulatory Contact Person(s) Carly Fiola Phone 407-740-8575 Fax 407-740-0613
Regulatory Contact Person's Email Address cfiola@tminc.com
Contact Person for Annual Report Alan Stuckey Phone 601-326-9641
Address (if different from above) _____
Consumer Contact Information Bruce Deer Phone 601-326-9623
Address (if different from 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 Ohio Administrative Code [4901:1-6](#).

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

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 Adm.Code Chapter 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website 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 PUCO.

(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

Carrier Type <input type="checkbox"/> Other (explain below)	For Profit ILEC	Not For Profit ILEC	CLEC
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)
Other* (explain)			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent: Not applicable as transfer will not result in any material change in rates, terms or conditions of service.				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

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

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

Certification	ILEC (Out of territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* 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"/> UNC 1-6-09 *(Non-Auto)

*Supplemental Certification forms can be found on the PUCO webpage.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
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 checked="" 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 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 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 PUCO's webpage](#) for a complete list of exhibits.

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

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 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 days)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way. (13-579-AU-ORD 11/30/16 Entry)	<input type="checkbox"/> ATA 1-3-04 (Auto 60 days)	
Wireless Providers See 4901:1-6-24	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)

Section IV. – Attestation

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

AFFIDAVIT ***Compliance with Commission Rules***

I am an officer/agent of the applicant corporation, Zayo Group, LLC, _____, and am authorized to make this statement on its behalf.

(Name)

Please check ALL that apply:

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

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

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

Executed on

(Date) _____ at (Location) _____

*Signature and
Title

_____ Date _____

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

VERIFICATION

I, _____, 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

Brett
Ferenchak

Digitally signed by Brett
Ferenchak
Date: 2017.12.08 16:30:29
-05'00'

_____ Date 12/8/17

**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.*

File document electronically as directed in case number 06-900-AU-WVR

or

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

LIST OF EXHIBITS AND ATTACHMENTS

Exhibit A	Existing Tariff Title Page – NOT APPLICABLE
Exhibit B	Replacement Tariff Page – NOT APPLICABLE
Exhibit C	Description of Transaction
Exhibit C-1	Pre- and Post-Transaction Corporate Ownership Structure Charts
Exhibit D	Customer Notice and Customer Notice Affidavit – NOT APPLICABLE
Attachment 1	Certificate of Good Standing
Attachment 2	List of Directors and Officers

EXHIBIT C

DESCRIPTION OF TRANSACTION

Zayo Group, LLC (“Zayo”), Spread Holdings, LLC (“Spread Holdings”), and Northeastern ITS, LLC (“Northeastern”) (collectively, “Applicants”) request Commission approval, to the extent required, to transfer indirect control of Northeastern to Zayo.

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

Description of the Applicants

A. Northeastern ITS, LLC and Spread Holdings, LLC

Northeastern ITS, LLC is a limited liability company organized under the laws of the Commonwealth of Pennsylvania, with principal offices located at 800 Woodlands Parkway, Suite 205, Ridgeland, Mississippi 39157. Northeastern is an indirect, wholly owned subsidiary of Spread Holdings. Northeastern is authorized to provide intrastate telecommunications service in New Jersey, Ohio and Pennsylvania, but currently does not provide intrastate telecommunications services except in Pennsylvania where it provides at most a *de minimis* amount of intrastate telecommunications services. In Ohio, Northeastern is authorized to provide competitive telecommunications (interexchange) services pursuant to a Certificate No. 90-6391 granted in Case No. 09-282-TP-ACE.

Spread Holdings is a Mississippi limited liability company. Spread Holdings is a holding company for its subsidiaries, including Northeastern (collectively, “Spread Networks”), that built a carrier-neutral fiber network between New York City and Chicago. Spread Networks provides its customers with a state-of-the-art diverse and secure fiber optic network to allow data to run as close as possible to the true speed of light through fiber. Spread Holdings is majority-owned by Barksdale Communications, LLC (“Barksdale”), a Mississippi limited liability company whose

principal business is its investment in Spread Holdings. Neither Spread Holdings nor Barksdale provide telecommunications services.

B. Zayo Group, LLC

Zayo is a direct, wholly owned subsidiary of Zayo Group Holdings, LLC (“Holdings”), a publicly traded Delaware corporation (NYSE: ZAYO). Holdings has no majority owner. Zayo and Holdings have its corporate headquarters located at 1805 29th St., Suite 2050, Boulder, Colorado 80301. Zayo is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over regional and metropolitan fiber networks. Zayo’s primary telecommunications service offerings include high-capacity bandwidth services such as private line, Ethernet, wavelength and higher services. These services enable customers to manage, operate, and scale their telecommunications and data networks. Such customers consist primarily of wireless service providers, national and regional telecommunications carriers, and other communications service providers, media and content companies, schools, hospitals, governments, banks and other bandwidth-intensive enterprises.

Zayo is authorized to provide competitive local exchange, competitive access and/or interexchange in the District of Columbia and every state except Alaska and Hawaii. In Ohio, Zayo is authorized to provide local exchange and competitive telecommunications provider services pursuant to Revised Certificate No. 90-9363 issued in Case No. 11-1347-TP-CIO. Zayo is also authorized by the Federal Communications Commission to provide domestic and international telecommunications services.

Additional information concerning Zayo’s legal, technical, managerial and financial qualifications has been submitted to the Board with various prior filings with respect to Zayo’s certification and various transactions and is therefore already a matter of public record. Zayo therefore requests that the Commission take official notice of these existing descriptions of Zayo’s

qualifications and incorporate them by reference herein. In support of Zayo's financial qualifications, the financial statements of Zayo from its most recent SEC Forms 10-K and 10-Q are available at <http://investors.zayo.com/sec-filings.aspx>. Biographies of Zayo's senior management team can be found at <https://www.zayo.com/company/executive-leadership/>.

Contacts

Questions, correspondence or other communications concerning this filing should be directed to:

For Zayo:

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave, N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

with a copy for Zayo to:

Wendy Cassity
SVP, Secretary & General Counsel
Zayo Group, LLC
1805 29th St., Suite 2050
Boulder, CO 80301
wendy.cassity@zayo.com

For Spread Networks:

Joshua T. Guyan
Winafred Brantl
Kelley Drye & Warren, LLP
3050 K St., N.W., Suite 400
Washington, DC 20007
202-342-8566 (tel)
202-342-8451 (fax)
jguyan@kelleydrye.com
wbrantl@kelleydrye.com

With a copy for Spread Networks to:

Daniel E. Spivey
Bruce Deer
Spread Networks
800 Woodlands Parkway, Suite 205
Ridgeland, MS 39157
dan.spivey@spreadnetworks.com
bruce.deer@spreadnetworks.com

Description of the Transaction

Pursuant to the Agreement and Plan of Merger, dated as of November 26, 2017, by and among Zayo, SNMS, LLC (a direct, wholly owned subsidiary of Zayo created for purposes of the

merger) (“Merger Sub”),¹ Spread Holdings, and Barksdale, solely in its capacity as the Unitholder Representative (the “Agreement”), Zayo will acquire all of the outstanding equity interests in Spread Holdings (the “Transaction”). Specifically, Merger Sub will merge with and into Spread Holdings, whereupon the separate existence of Merger Sub will cease and Spread Holdings will survive as a direct, wholly owned subsidiary of Zayo. Licensee will remain an indirect subsidiary of Spread Holdings and, therefore, Licensee will become an indirect subsidiary of Zayo. Diagrams depicting the pre- and post-Transaction corporate ownership structures are appended hereto as **Exhibit C-1**.

Public Interest Considerations

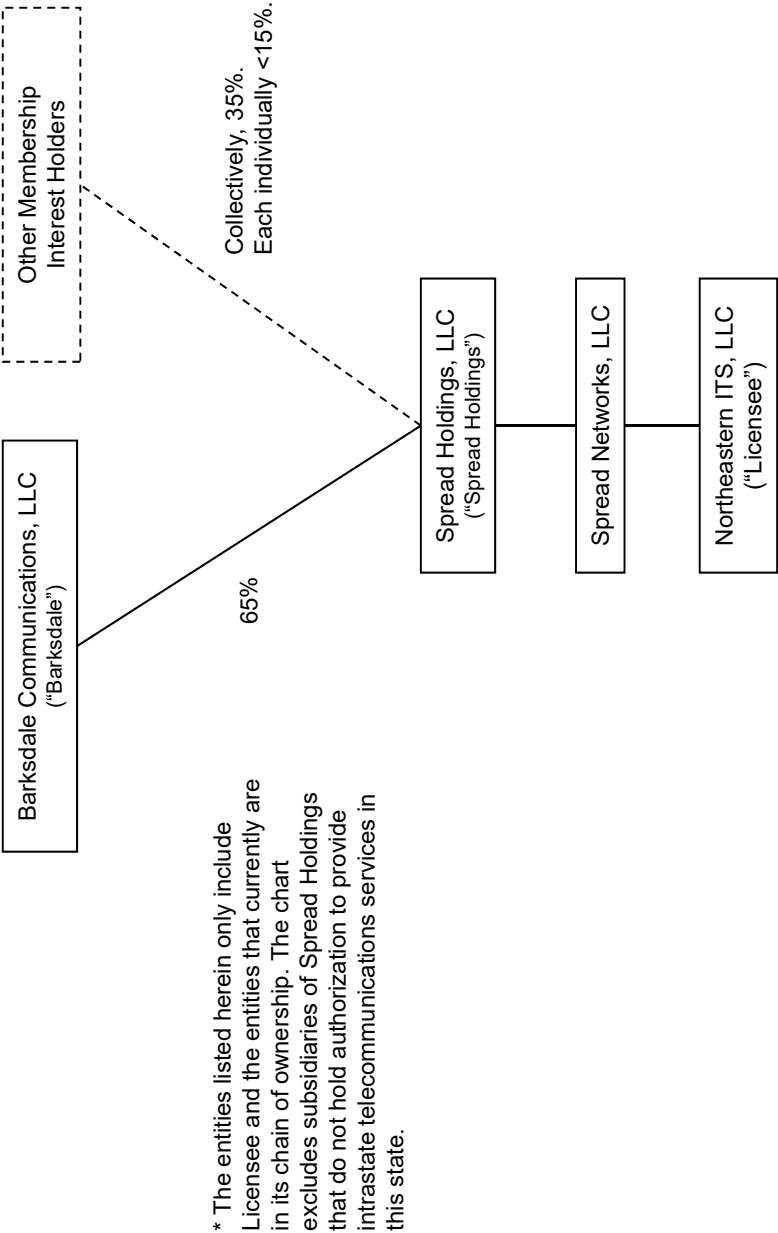
The proposed Transaction described herein is consistent with the public interest. The financial, technical, and managerial resources of Zayo are expected to enhance Spread Networks’ ability to compete in the communications marketplace. Further, combining the existing networks of Zayo and Spread Networks will enhance their ability to serve their customers effectively and efficiently. The Transaction will expand Spread Networks business operations and asset portfolio by enabling Spread Networks to offer services to multi-location business and enterprise customers across a larger footprint in combination with Zayo. The network of Spread Networks complements Zayo’s network and the Transaction will increase Zayo’s existing fiber footprint. When combined with Zayo’s fiber routes from Seattle to Chicago and San Francisco to Chicago, content, media and cloud provider customers of Zayo and financial service customers of Spread Networks will benefit from the low-latency coast to coast network. Ultimately, the Transaction will benefit businesses and consumers by enabling the combined company to become a stronger competitor in its markets.

¹ Merger Sub is a Mississippi limited liability company.

EXHIBIT C-1

Pre- and Post-Transaction Corporate Ownership Structure Charts

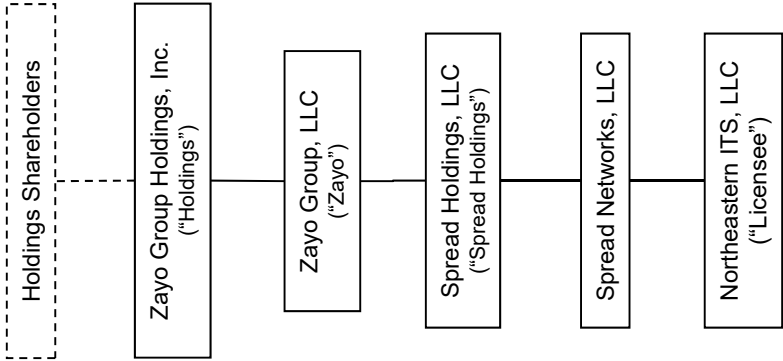
Current Corporate Ownership Structure of Licensee*



Unless otherwise indicated all ownership percentages are 100%.

Post-Transaction Corporate Ownership Structure of Licensee*

* The entities listed herein only include Licensee and the entities that will be in its chain of ownership upon completion of the Transaction. The chart excludes subsidiaries of Zayo and Spread Holdings that do not hold authorization to provide intrastate telecommunications services in this state.



All ownership percentages are 100%.

ATTACHMENT 1

Certificate of Good Standing

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

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NORTHEASTERN ITS, LLC, a Pennsylvania For Profit Limited Liability Company, Registration Number 1846047, filed on March 26, 2009, 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 7th day of December, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201734101046

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 7th day of December, A.D. 2017.

Jon Husted

Ohio Secretary of State

Validation Number: 201734101014

ATTACHMENT 2

List of Directors and Officers

Northeastern ITS, LLC is a single member limited liability company whose sole member and manager is Spread Networks, LLC. Northeastern ITS, LLC does not have any directors. The officers of Spread Networks, LLC currently are:

James L. Barksdale, Co-Chairman
John David Barksdale, Co-Chairman
Daniel E. Spivey, President and Chief Executive Officer
J. Stacy Davidson, Secretary

The officers and directors of Zayo Group, LLC are:

Directors:

Dan P. Caruso
Philip A. Canfield
Cathy Morris
Rick Connor
Donald Gips
Nina Richardson
Linda Rottenberg
Steve Kaplan
Emily White

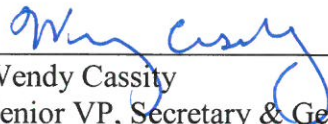
Officers:

Dan Caruso, Chief Executive Officer
Andrew Crouch, President and Chief Operating Officer
Matt Steinfort, Chief Financial Officer and Treasurer
Jack Waters, Chief Technology Officer
Sandi Mays, Chief Information Officer
Wendy Cassity, Secretary
Christopher Yost, Assistant Secretary
Laura Littman, Assistant Secretary

VERIFICATION

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

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5 day of December, 2017.

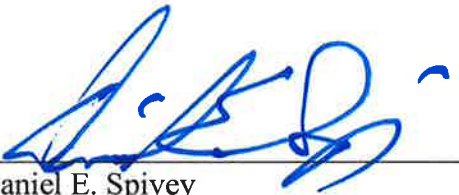


Wendy Cassity
Senior VP, Secretary & General Counsel
Zayo Group, LLC

VERIFICATION

I, Daniel E. Spivey, hereby declare that I am President and Chief Executive Officer of Spread Holdings, LLC; that I am authorized to make this Verification on behalf of Spread Holdings, LLC and its subsidiaries (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5th day of December, 2017.



Daniel E. Spivey
President and Chief Executive Officer
Spread Holdings, LLC

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

12/8/2017 4:59:43 PM

in

Case No(s). 17-2471-TP-CIO

Summary: Application Application to Transfer Indirect Control of Northeastern ITS, LLC to Zayo Group, LLC electronically filed by Mr. Brett P Ferencak on behalf of Zayo Group, LLC and Northeastern ITS, LLC and Spread Holdings, LLC