

# Morgan Lewis

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February 8, 2024

## **Via Electronic Filing**

Secretary of the Commission  
Kansas Corporation Commission  
1500 SW Arrowhead Road  
Topeka, Kansas 66604-2425

**RE: (1) Notification Regarding *Pro Forma Consolidation* of Electric Lightwave, LLC and Zayo Group, LLC and (2) Request to Cancel the Certificate of Electric Lightwave, LLC**

Dear Secretary,

This letter notifies the Commission of a *pro forma* intra-consolidation of Electric Lightwave, LLC ("Electric Lightwave") into Zayo Group, LLC ("Zayo Group", together with Electric Lightwave, the "Parties"), with Zayo Group remaining as the surviving entity (the "*Pro Forma Consolidation*"). The *Pro Forma Consolidation* was completed on December 31, 2023 and was undertaken as part of the Company's (as defined below) efforts to simplify its corporate structure, reduce the reporting and accounting burdens (and the burden on the regulatory commissions who receive such reports), and provide operational efficiencies. Since Commission approval or prior notice was not required for the *Pro Forma Consolidation*, this letter is submitted for informational purposes only.

In connection with the *Pro Forma Consolidation*, Electric Lightwave no longer exists as a separate corporate entity. Zayo Group (as the successor in interest to Electric Lightwave), therefore, respectfully requests that the Commission cancel, effective January 1, 2024, Electric Lightwave's Certificate to provide intrastate long distance telecommunications services granted in Docket No. 97-ELWC-733-COC and amended in Docket No. 05-ELWC-828-CCN. To the extent that Electric Lightwave has any tariffs on file with the Commission, those tariffs should be cancelled and withdrawn.

## **Description of the Parties**

Zayo Group is, and Electric Lightwave was, a Delaware limited liability company. Prior to the *Pro Forma Consolidation*, Electric Lightwave was a wholly owned, direct subsidiary of Zayo Group. Zayo Group is a wholly owned, direct subsidiary of Zayo Group Holdings, Inc. ("Holdings" and together with its subsidiaries, including the Parties, the "Company"), a

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Delaware corporation. Zayo Group and Holdings have a principal office located at 1821 30<sup>th</sup> Street, Unit A, Boulder, Colorado 80301. Electric Lightwave had a principal office located at 18110 SE 34th Street; Building One, Suite 100, Vancouver, Washington 98683.

Zayo Group is a leading provider of bandwidth infrastructure and interconnection services over regional and metropolitan fiber networks. These services enable customers to manage, operate, and scale their telecommunications and data networks. Zayo Group's customers consist primarily of wireless service providers, national and regional communications service providers, media/Internet/content companies, governments, banks, and other bandwidth-intensive enterprises. Zayo Group is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the District of Columbia and every state except Alaska and Hawaii. The primary telecommunications service offerings of Zayo Group include high-capacity bandwidth services such as private line, Ethernet, and wavelength services. In Kansas, Zayo Group holds certificates to provide (1) facilities-based and resold exchange service granted in Docket No. 11-ZAYC-561-COC and (2) facilities-based and resold interexchange service granted in Docket No. 11-ZAYC-562-COC. Zayo Group also is authorized by the Federal Communications Commission to provide domestic and international telecommunications services in addition to certain point-to-point wireless services. In Kansas, Electric Lightwave is authorized Certificate to provide intrastate long distance telecommunications services granted in Docket No. 97-ELWC-733-COC and amended in Docket No. 05-ELWC-828-CCN, which this filing seeks to cancel.

### **Contacts**

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

Catherine Wang  
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with copies to:

Lauren Lantero  
SVP, General Counsel  
Zayo Group, LLC  
1821 30<sup>th</sup> Street, Unit A  
Boulder, CO 80301  
lauren.lantero@zayo.com

### **Description of the Pro Forma Consolidation**

To simplify the Company's corporate structure, on December 31, 2023, Zayo Group completed certain *pro forma* intra-company transactions, including the consolidation Electric Lightwave into Zayo Group. The *Pro Forma Consolidation* resulted from the merger of Electric Lightwave with and into Zayo Group, whereupon the separate existence of Electric Lightwave ceased and Zayo Group was the surviving entity. **Exhibit A** contains diagrams of the corporate ownership structure of the Parties before and after the *Pro Forma Consolidation*.

The *Pro Forma Consolidation* described herein was in the public interest. The *Pro Forma Consolidation* simplified the Company's existing corporate structure and the Company's

business is more effective from a management, operations, regulatory, accounting, financial and customer perspective since the *Pro Forma Consolidation* reduces its reporting and accounting burdens and provides other operational efficiencies. Furthermore, the *Pro Forma Consolidation* was seamless to customers and did not result in any change in their services.

**Request to Cancel Certificate of Electric Lightwave**

Because Electric Lightwave no longer exists to provide telecommunications in Kansas, Zayo Group respectfully request that the Commission cancel Electric Lightwave's Certificate, granted in Docket No. 97-ELWC-733-COC and amended in Docket No. 05- ELWC-828-CCN, effective January 1, 2024. To the extent that Electric Lightwave has a tariff(s) on file with Commission, that tariff(s) be cancelled and withdrawn.

Any questions or inquiries regarding any outstanding regulatory obligations of Electric Lightwave should be directed to:

Donna Heaston  
Senior Corporate Counsel  
Zayo Group  
2800 Campus Drive, Suite 140  
Plymouth, MN 55441  
donna.heaston@zayo.com

Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



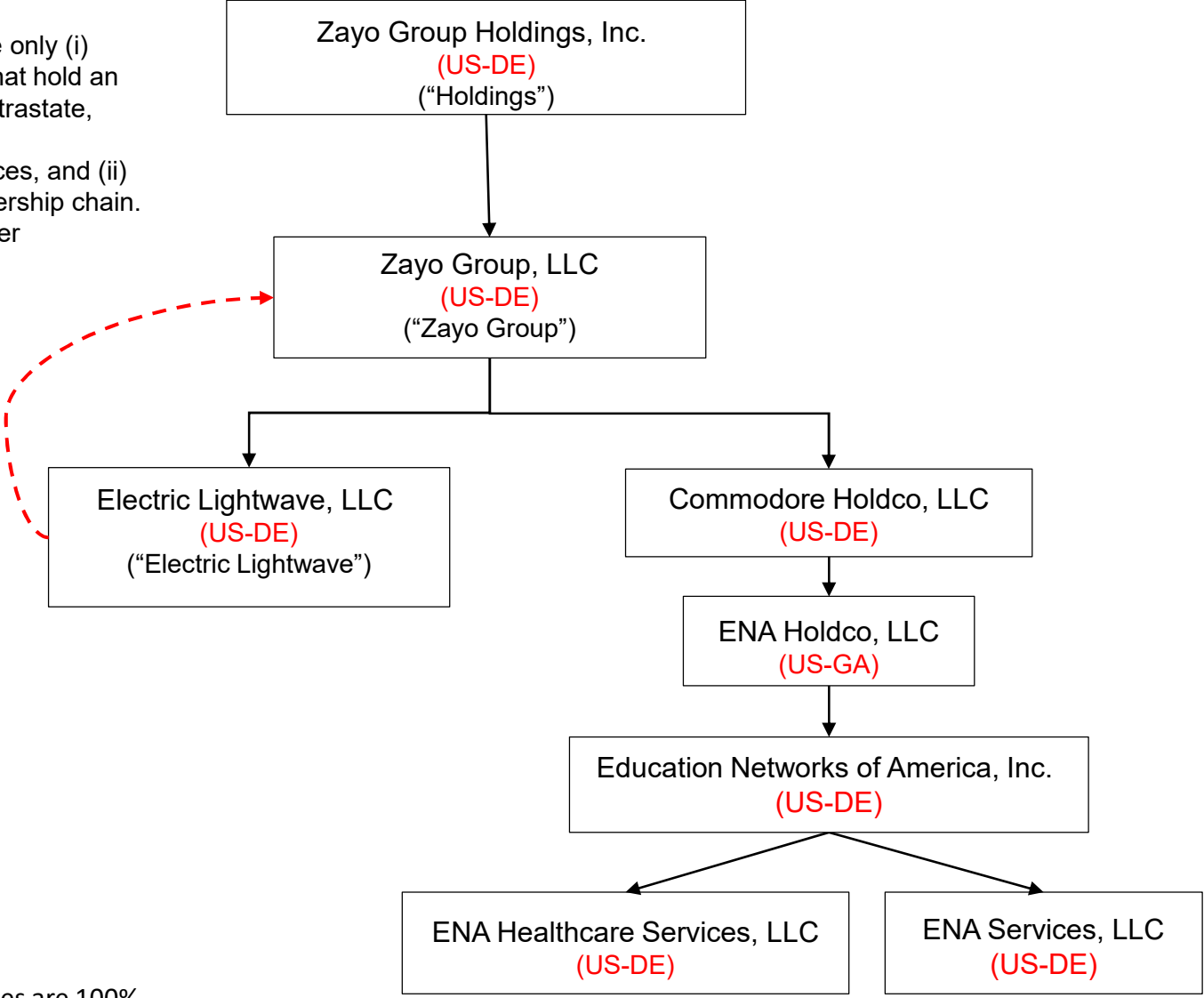
Catherine Wang  
Brett P. Ferenchak  
Counsel for Zayo Group, LLC  
(the successor-in-interest to Electric Lightwave, LLC)

**EXHIBIT A**

**Pre-*Pro Forma* Consolidation and Current Corporate Ownership Charts**

# PRE-PRO FORMA CONSOLIDATION OWNERSHIP STRUCTURE

\*The entities listed include only (i) subsidiaries of Holdings that hold an authorization to provide intrastate, interstate or international telecommunications services, and (ii) those entities in their ownership chain. The chart excludes all other subsidiaries of Holdings.

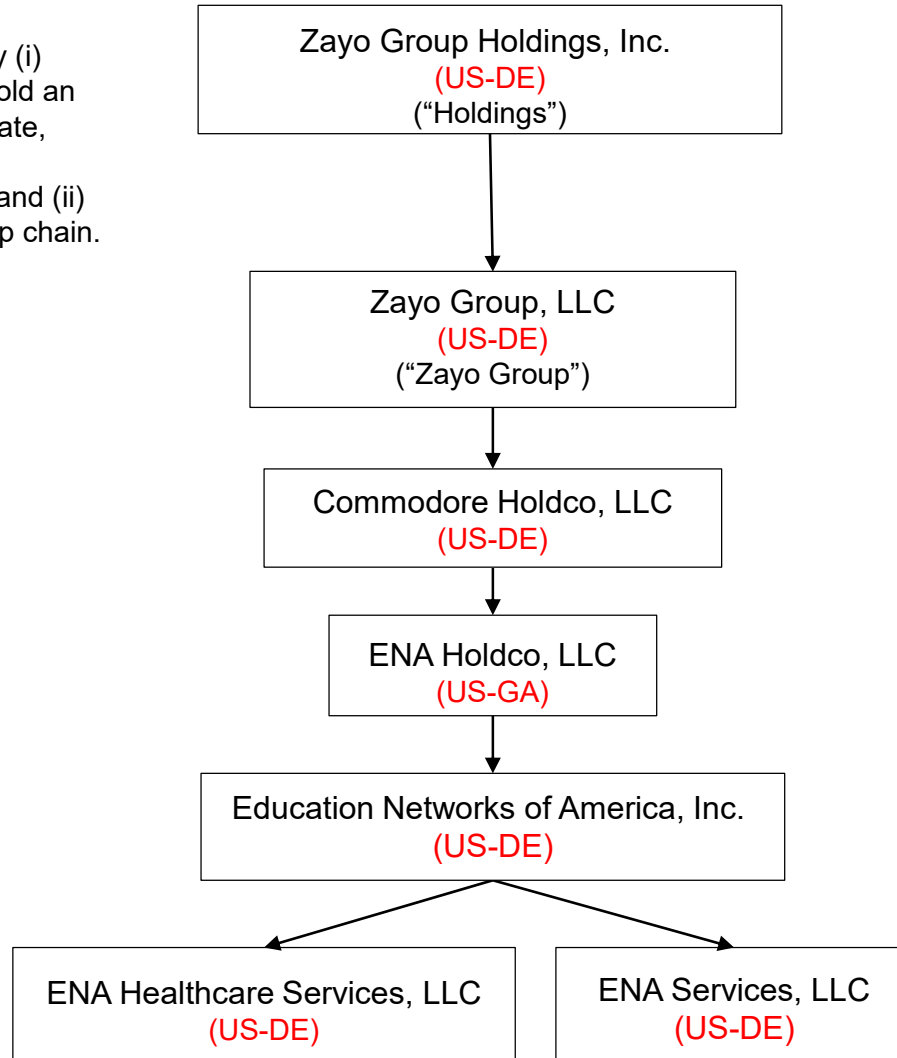


Electric Lightwave merged with and into Zayo Group, with Zayo Group surviving the merger.

\*\*All ownership percentages are 100%.

## CURRENT OWNERSHIP STRUCTURE

\*The entities listed include only (i) subsidiaries of Holdings that hold an authorization to provide intrastate, interstate or international telecommunications services, and (ii) those entities in their ownership chain. The chart excludes all other subsidiaries of Holdings.



\*\*All ownership percentages are 100%.

## VERIFICATION

I, Lauren Lantero, state that I am SVP, General Counsel of Zayo Group, LLC; that Zayo Group, LLC is the successor in interest to Electric Lightwave, 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 thereof and the certifications contained therein regarding the Company and its affiliates, 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 31<sup>st</sup> day of January, 2024.



Lauren Lantero  
SVP, General Counsel  
Zayo Group, LLC