

DECISION MEMORANDUM

TO: COMMISSIONER KJELLANDER
COMMISSIONER REDFORD
COMMISSIONER SMITH
COMMISSION SECRETARY
LEGAL
WORKING FILE

FROM: GRACE SEAMAN

DATE: FEBRUARY 19, 2013

RE: 360 NETWORKS (USA) INC.'S APPLICATION TO CANCEL
CERTIFICATE NO. 453; CASE NO. WFN-T-05-01.

On December 28, 2012, Zayo Group, LLC (“Zayo” or “Company”) and 360networks (USA) inc. (“360networks”) (collectively, the “Parties”) each filed an Application to notify the Commission of certain Pro Forma intra-company transactions and to request the cancellation of 360networks’s Certification No. 453.¹

STAFF DISCUSSION

Zayo Group, LLC is a Delaware limited liability company and 360networks is a Nevada corporation and is a wholly owned indirect subsidiary of Zayo Group. Zayo Group is a wholly-owned direct subsidiary of Zayo Group Holding, Inc. Application at 2. This Application is connected to Zayo Group, LLC’s Application for a registration/certificate. *See* Case No. ZAY-T-12-01.

In the Application, Zayo states that “the *Pro Forma* Transactions will result in the assets and customers of 360networks moving to Zayo.” The Company states that these changes are a part of a series of intra-company transactions that will simplify the corporate structure of Zayo and align the portions of the business of 360networks more closely with the business structure of Zayo and Onvoy. *Id.* at 1. Samples of the customer notice were included with the Application. *Id.* Exhs. B and C. Staff has reviewed both Applications submitted by Zayo and believes that the

¹ In the Application, the parties refer to Certificate No. 452 in error.

Company's goal to simplify the corporate structure will benefit its customers. Staff, therefore, recommends that the Commission cancel 360networks (USA) inc.'s Certificate No. 453.

COMMISSION DECISION

Does the Commission agree?



Grace Seaman

Udmemos/wfnt05.01cancelcert dec memo