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IDAHO PUBLIC
UTILITIES COMMISSION

Jean L. Kiddoo
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December 19, 2012

Via Overnight Courier

Ms. Jean D. Jewell, Secretary
Idaho Public Utilities Commission
472 West Washington Street
Boise, Idaho 83702

ZAY-T-12-01

**Re: Application of Zayo Group, LLC for a Registration/Certification as a
Wholesale Provider of Telecommunications Services**

Dear Ms. Jewell:

On behalf of Zayo Group, LLC ("Zayo"), enclosed for filing are an original and three (3) copies of the above-referenced Application. The original copy of the Application is unbound.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel to Zayo

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

Bingham McCutchen LLP
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**BEFORE THE
IDAHO PUBLIC UTILITIES COMMISSION**

Application of)
)

Zayo Group, LLC)
)

for a Registration/Certification as a Wholesale)
Provider of Telecommunications Services)
)

Case
Docket No. ZAY-T-12-01

APPLICATION

Zayo Group, LLC (“Zayo” or “Applicant”), by its undersigned counsel and pursuant to Order No. 32277 issued in Case No. GNR-T-11-01, IDAPA 31.01.01.114 and Title 62 of the *Idaho Code*, hereby applies to the Idaho Public Utilities Commission (“Commission”) for a Registration/Certification as a wholesale provider of telecommunications service in the State of Idaho.

In support of this Application, Zayo hereby provides the following information:

I. Name, Address and Form of Business (IDAPA 31.01.01.114.01)

Applicant’s legal name is Zayo Group, LLC. Applicant does not maintain a place of business in Idaho but may be reached at its principal place of business:

Zayo Group, LLC
400 Centennial Parkway, Suite 200
Louisville, Colorado 80027
303-381-4683 (tel)
303-604-6869 (fax)
www.zayo.com

Zayo is a Delaware limited liability company. Copies of Applicant’s formation documents and Certificate of Authority to transact business as a foreign corporation in Idaho are attached hereto as Exhibits 1 and 2, respectively.

Applicant's registered agent in Idaho is:

CT Corporation System
1111 West Jefferson, Suite 350
Boise, ID 83702

The principal officers and directors of Applicant are as follows:

Officers:

Dan Caruso, CEO and President
Ken desGarennes, Vice President and CFO
Scott Beer, Vice President, Secretary and General Counsel
Christopher Yost, Assistant General Counsel

Directors:

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

Each of the these persons can be reached through Zayo's General Counsel at:

400 Centennial Parkway, Suite 200
Louisville, CO 80027
303-381-4664 (Tel)

II. Subsidiary Information (IDAPA 31.001.01.114.01(c)(vi))

In order to simplify its corporate structure, Zayo is undertaking certain *pro forma* intra-company transactions that will result in the roll-up of several subsidiaries into Zayo. Ultimately, Zayo will be the Company entity that provides of telecommunications services throughout the United States. Initially, USCarrier Telecom, LLC will also remain as a subsidiary of Zayo and provides telecommunications services in: Alabama, Florida, Georgia, South Carolina and Tennessee. Zayo has one subsidiary, 360networks (USA) inc., that is authorized to provide competitive local exchange services in Idaho. See Certificate No. 452, Order No. 29925, Docket No. WFN-T-05-1. All of Zayo's subsidiaries have the same corporate address as Zayo.

Diagrams illustrating the organizational structure of Zayo and its subsidiaries before and after the *Pro Forma* Transactions are provided in Exhibit 3.

III. Description of Proposed Services

Zayo has currently registered as an "Other Telecommunications Provider" and provides Private Line, Ethernet, Wavelength, Dedicated Internet Access and Collocation services to wholesale (e.g., other carriers) and large enterprise customers. Zayo seeks authority to provide other telecommunications services to wholesale customers, including switched access services, so that it has flexibility in the types of services it will offer its customers. Zayo does not currently intend to provide retail voice local exchange services, and will seek a certificate from the Commission prior to providing such services in the future, if at all.

IV. Contacts for Application

All correspondence and communications regarding this Application should be addressed to:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

with a copies to:

Scott E. Beer, General Counsel
Jill Sandford, Associate General Counsel
Zayo Group, LLC
400 Centennial Parkway, Suite 200
Louisville, CO 80027
914-421-7585 (tel)
914-421-6793 (fax)

scott.beer@zayo.com
jill.sandford@zayo.com

V. Tariff and Customer Contact (IDAPA 31.01.01.114.05)

Zayo's general email address and toll-free number for all informal customer complaints is:

Zayo Customer Care
800-390-6094 (tel)
303-604-6869 (fax)
billing@zayo.com

Commission informal complaints may be directed to:

Jill Sandford, Associate General Counsel
360 Hamilton Avenue
White Plains, NY 10601
914-421-7585 (tel)
914-421-6793 (fax)
jill.sandford@zayo.com

Ms. Sandford is also responsible for responding to Commission inquiries concerning rates and price lists or tariffs and other general questions regarding the Applicant.

VI. Interconnection Agreements (IDAPA 31.01.01.114.06)

Zayo has not yet initiated interconnection negotiations but intends to do so as necessary and upon being granted authority by the Commission. Once Zayo has conducted negotiations and reached agreements by negotiation or arbitration, copies of the interconnection agreements will be filed with the Commission for its approval.

VII. Compliance with Commission Rules (IDAPA 31.01.01.114.07)

Attached hereto is a sworn verification executed by Applicant stating that the Applicant agrees to comply with all Idaho laws and Commission rules and regulations.

VIII. Conservation of Telephone Numbers (IDAPA 31.01.01.114.08)

Attached hereto is a sworn verification acknowledging that to the extent Zayo has telephone number resources in Idaho, Zayo shall be subject to numbering conservation measures including mandatory one thousand (1,000) block pooling. Zayo will evaluate their numbering resources and donate to the numbering resource pool unused one thousand (1,000) number blocks and one thousand (1,000) number blocks that have fewer than ten percent (10%) of the telephone numbers assigned. Applicable carriers shall also file the necessary utilization reports with the number administrator and semi-annual report their number resource utilization/forecast (NRUF) data at the one thousand (1,000) block level for each rate center within their service territory.

IX. CONCLUSION

WHEREFORE, Zayo respectfully requests that, pursuant to Order No. 32277 issued in Case No. GNR-T-11-01, IDAPA 31.01.01.114 and Title 62 of the *Idaho Code*, the Idaho Public Utilities Commission issue Zayo a Registration/Certification as a wholesale provider of telecommunications service in the State of Idaho.

Respectfully submitted,

By: Brett P Ferenchak
Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

Counsel for Zayo Group, LLC

Dated: December 19, 2012

LIST OF EXHIBITS

- Exhibit 1** Formation Documents
- Exhibit 2** Certificate of Authority to Transact Business
- Exhibit 3** Diagrams of the Pre- and Post-*Pro Forma* Intra-Company
Transactions Corporate Organization Structure of the Applicants
- Verification**

EXHIBIT 1

Formation Documents

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ZAYO BANDWIDTH, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ZAYO BANDWIDTH, INC." TO "ZAYO GROUP, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2008, AT 9:32 O'CLOCK A.M.

4346984 8100V

080165531

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6384856

DATE: 02-15-08

**CERTIFICATE OF CONVERSION
OF
ZAYO BANDWIDTH, INC.
TO
ZAYO GROUP, LLC**

In accordance with the provisions of Section 266 of the Delaware General Corporation Law, **Zayo Bandwidth, Inc.**, a corporation existing under the laws of the State of Delaware (the "Converting Corporation"), hereby adopts and authorizes for filing with the Delaware Secretary of State, this Certificate of Conversion (this "Certificate") for the purpose of converting the Converting Corporation into a limited liability company organized under the laws of the State of Delaware named **Zayo Group, LLC** (the "New Company").

The undersigned, a duly authorized officer of the Converting Corporation, certifies as follows:

1. The Converting Corporation is a corporation organized under the laws of the State of Delaware.
2. The name of the Converting Corporation immediately prior to the conversion and subsequent filing of this Certificate is **Zayo Bandwidth, Inc.**
3. The date the Converting Corporation was organized under the laws of the State of Delaware is May 4, 2007 under the name **CII Holdco, Inc.**
4. The name of the New Company as set forth in its Certificate of Formation is **Zayo Group, LLC.**

This Certificate is executed by the undersigned authorized officer of the Converting Corporation as of February 15th 2008.

ZAYO BANDWIDTH, INC.,
a Delaware corporation

By: 
Name: Scott E. Beer
Title: Vice President, General Counsel and
Secretary

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ZAYO GROUP, LLC" FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2008, AT 9:32 O'CLOCK A.M.



4346984 8100V

080165531

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6384856

DATE: 02-15-08

**CERTIFICATE OF FORMATION
OF
ZAYO GROUP, LLC**

TO THE SECRETARY OF STATE
OF THE STATE OF DELAWARE:

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act") hereby certifies that:

ARTICLE I

NAME

The name of the limited liability company is Zayo Group, LLC (the "Company").

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office and the name and address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle.

IN WITNESS WHEREOF, the undersigned authorized agent of the Company has executed this Certificate of Formation as of the 15th day of February, 2008.

By: _____

Name: Scott E. Beer

Title: Authorized Person

EXHIBIT 2

Certificate of Authority to Transact Business

State of Idaho

Office of the Secretary of State

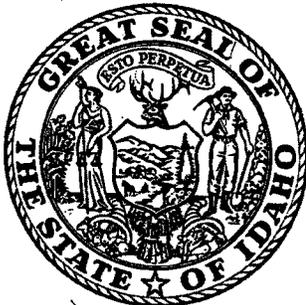
**CERTIFICATE OF AUTHORITY
OF
ZAYO GROUP, LLC**

File Number W 99641

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: January 14, 2011



Ben Yursa
SECRETARY OF STATE

By _____

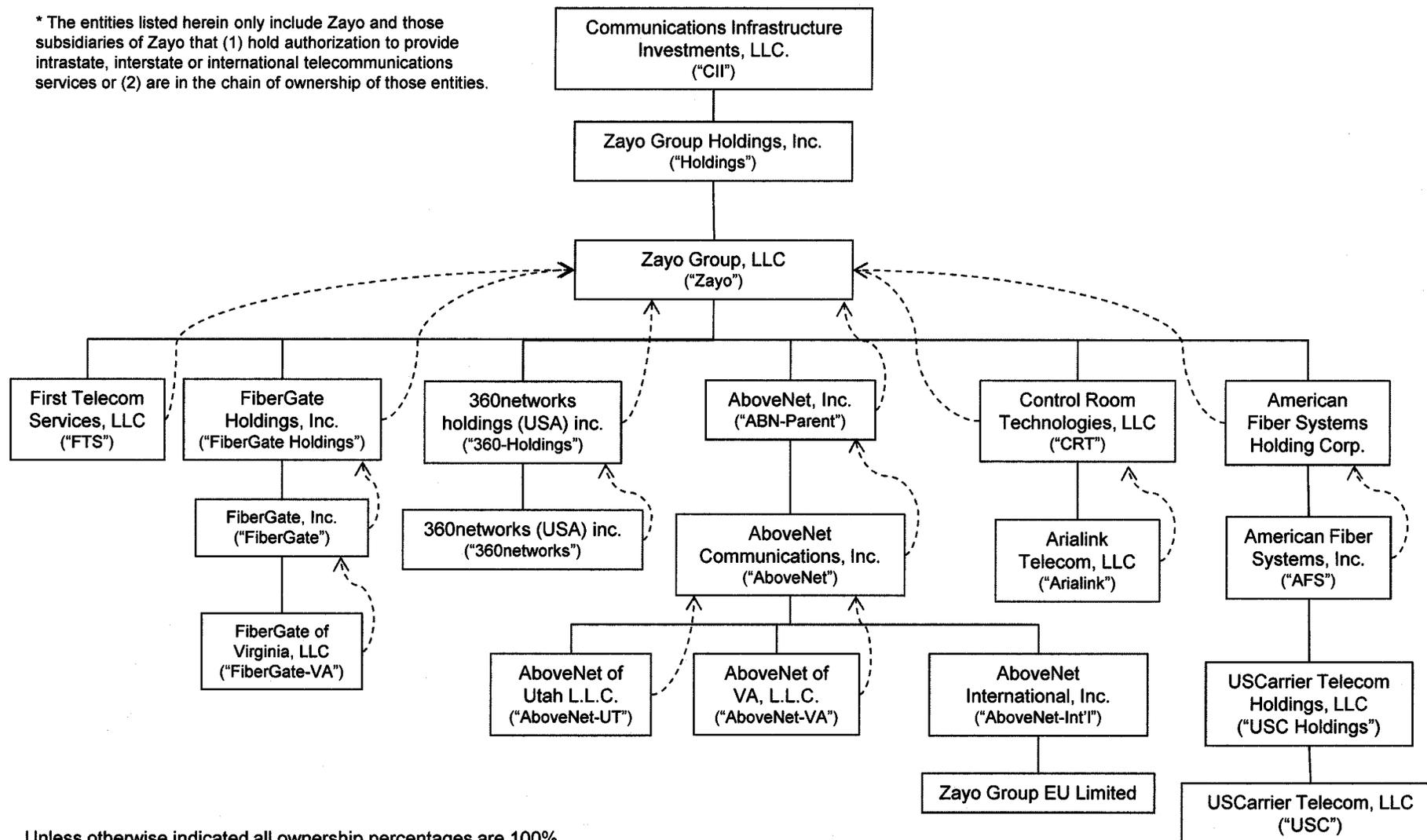
[Signature]

EXHIBIT 3

**Diagrams of the Pre- and Post-*Pro Forma* Intra-Company
Transactions Corporate Organization Structure of the Applicants**

Corporate Organizational Structure of the Company Before the *Pro Forma* Transactions

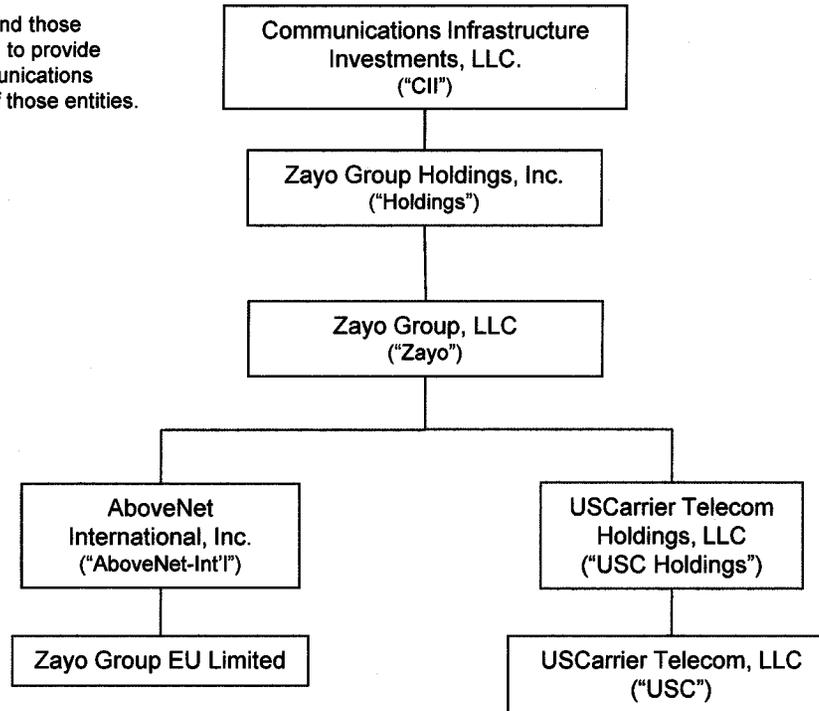
* The entities listed herein only include Zayo and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities.



Unless otherwise indicated all ownership percentages are 100%.

Corporate Organizational Structure of the Company After the *Pro Forma* Transactions

* The entities listed herein only include Zayo and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities.



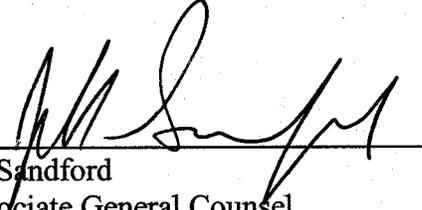
Unless otherwise indicated all ownership percentages are 100%.

VERIFICATION

VERIFICATION

I, Jill Sandford, state that I am Associate General Counsel of Zayo Group, LLC; that I am authorized to make this Verification; that the foregoing filing was prepared under my direction and supervision; that the Applicant will comply with all Idaho laws and Commission rules and regulations, including rules regarding the conservation of telephone numbers; and that matters set forth in the filing 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 18th day of December 2012.



Jill Sandford
Associate General Counsel
Zayo Group, LLC