

Catherine Wang

Patricia Cave

catherine.wang@morganlewis.com

patricia.cave@morganlewis.com

March 5, 2025

Via Email

Linda C. Bridwell, P.E., Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602
psced@ky.gov

Re: Notification Regarding a *Pro Forma Assignment* of Certain Assets of Zayo Group, LLC

Dear Ms. Bridwell:

By this letter, Zayo Group, LLC ("Zayo Group") and its subsidiary Zayo Northeast, LLC ("Zayo NE") (together, the "Parties") notify the Kentucky Public Service Commission of a *pro forma* assignment of certain assets of Zayo Group to Zayo NE (the "*Pro Forma Assignment*"). This filing relates to Zayo Group's business plan to implement an internal restructuring which will organize certain of its network and high-capacity bandwidth and enterprise operations into Zayo NE. Because Commission approval is not required for the *Pro Forma Assignment*,¹ this letter is submitted for informational purposes.

In support of this filing, the Parties provide the following information:

Description of the Parties

Zayo Group and Zayo NE are each a Delaware limited liability company with a principal office located at 1401 Wynkoop Street, Suite 500, Denver, Colorado 80202. Zayo NE is an indirect, wholly owned subsidiary of Zayo Group. Zayo Group is a direct, wholly owned subsidiary of Zayo Group Holdings, Inc. ("Holdings," and together with its subsidiaries including the Parties, the

¹ See *Exemptions for Interexchange Carriers, Long-Distance Resellers, Operator Service Providers, and Customer-Owned, Coin-Operated Telephones*, Order, Administrative Case No. 359 (June 21, 1996). See also *Exemptions for Providers of Local Exchange Service Other than Incumbent Local Exchange Carriers*, Order, Administrative Case No. 370 (January 8, 1998).

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004
United States

T +1.202.739.3000
F +1.202.739.3001

"Company"), a Delaware corporation. For the Commission's reference, attached as **Exhibit A** are diagrams depicting the corporate ownership structures of the Parties.

The Company 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 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 U.S. state except Alaska. The primary telecommunications service offerings of Zayo Group include high-capacity bandwidth services such as private line, Ethernet, and wavelength services.

In Kentucky, Zayo Group is authorized by the Commission as a competitive local exchange carrier under Utility ID 5056730 and as a long-distance carrier under Utility ID 5179370. On March 5, 2025, Zayo NE submitted to the Commission a Notification of Intent to provide competitive local exchange and interexchange telecommunications services in Kentucky. Zayo Group also is authorized by the Federal Communications Commission ("FCC") to provide domestic (interstate) and international telecommunications services in addition to certain point-to-point wireless services, and Zayo NE is authorized by the FCC to provide domestic (interstate) telecommunications services.

After the *Pro Forma Assignment* is completed, the Parties will remain well-qualified to provide service to their customers, and their operations will continue to be overseen by the same well-qualified management team with substantial telecommunications experience and technical expertise.

Designated Contacts

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

Catherine Wang
Patricia Cave
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
202-739-3000 (tel)
202-739-3001 (fax)
catherine.wang@morganlewis.com
patricia.cave@morganlewis.com

With a copy to:
Lauren Lantero
SVP, General Counsel
Zayo Group, LLC
1401 Wynkoop Street, Suite 500
Denver, CO 80202
lauren.lantero@zayo.com

Description of the Pro Forma Assignment

The *Pro Forma Assignment* is part of Zayo Group's plan to execute an internal restructuring which will organize its network and operations being assigned. Zayo Group will continue to provide telecommunications services to other existing and new customers that are not a part of this

internal restructuring plan.² Zayo Group will implement this plan by assigning to Zayo NE certain assets in Kentucky, including communications optical fiber, certain customer contracts, rights in third party fibers, and associated telecommunications equipment used to provision services or facilities to the affected customers. A depiction of the *Pro Forma Assignment* is included as **Exhibit A**.

The affected enterprise and carrier customers receive primarily high-capacity bandwidth services such as private line, Ethernet, wavelength services, and non-telecommunications services including, but not limited to, managed services and broadband internet access services. The affected customers will be sent a notice of the *Pro Forma Assignment* at least 30 days prior to the *Pro Forma Assignment*. A sample of the notice to be provided to customers is attached as **Exhibit B**.

To ensure seamless and uninterrupted service, all of the customers assigned to Zayo NE will continue to receive service from Zayo NE under the same rates, terms and conditions of services as with Zayo Group. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken in the ordinary course of business pursuant to customer contracts and the applicable federal and state requirements. The *Pro Forma Assignment* will not disadvantage customers or cause confusion or disruption to customers since Zayo NE will market and perform its services under the "Zayo" brand and will operate through the same customer service, technical, operational, and managerial personnel as Zayo Group.

Public Interest Statement

The Parties respectfully submit that the *Pro Forma Assignment* serves the public interest. The *Pro Forma Assignment* will result in the assignment of customers, assets and infrastructure between affiliated companies that will continue to provide telecommunications services to such assigned customers without interruption. Zayo NE will provide services at the same rates and on the same terms and conditions as provided by Zayo Group (subject to future changes in the ordinary course of business pursuant to applicable law and contract provisions). Given that the Parties share the same management team, customers will continue to benefit from that team's knowledge and experience in the Kentucky market.

* * *

² Since Zayo Group may continue to provide telecommunications services to other existing customers that are not assigned to Zayo NE, as well as future customers, Zayo Group intends to retain its Missouri authorization at this time.

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Conclusion

For the forgoing reasons, the Parties submit that the public interest, convenience, and necessity will be furthered by the *Pro Forma Assignment* of Zayo Group's assets to Zayo NE.

We would appreciate acknowledgement of receipt and acceptance of this filing, which is being submitted electronically. Should you have any questions regarding this submission, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Patricia Cave

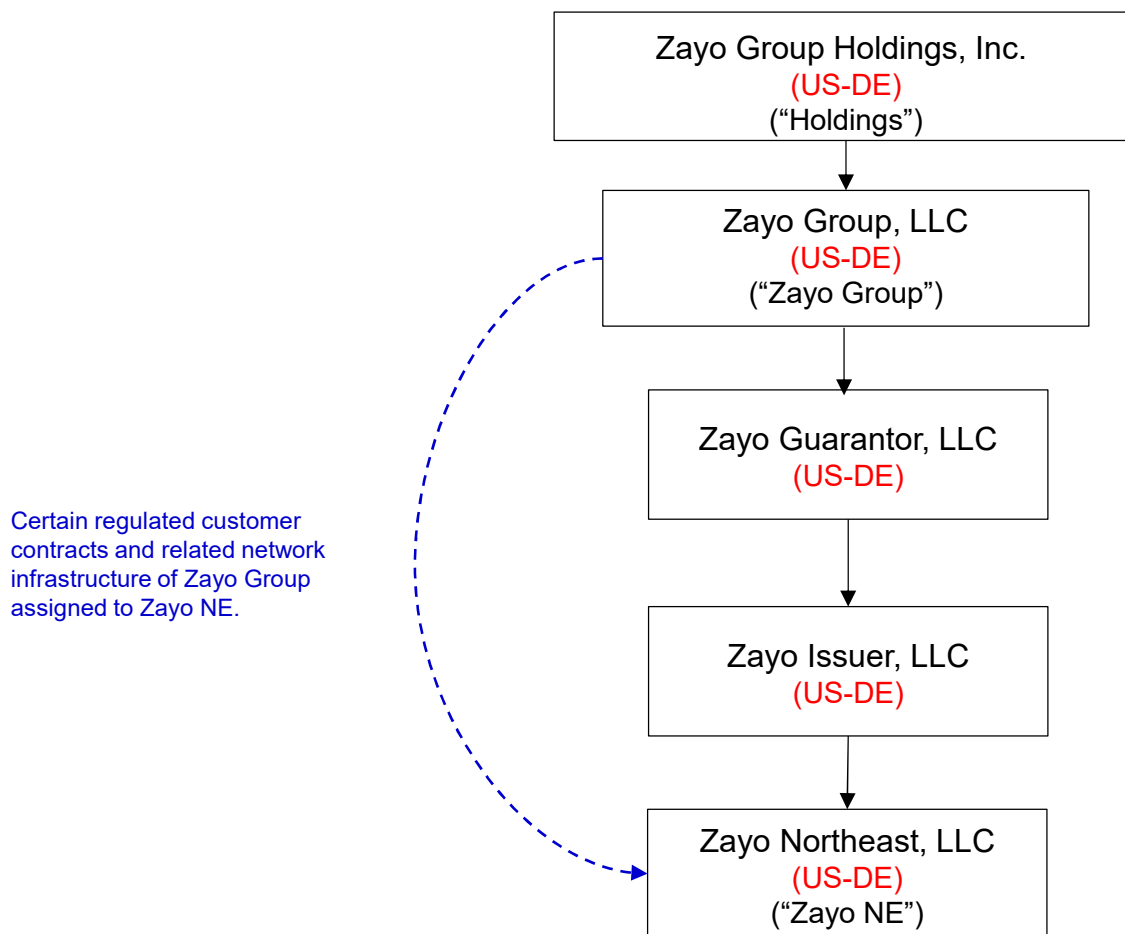
Catherine Wang
Patricia Cave
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
202-739-3000 (tel)
202-739-3001 (fax)
catherine.wang@morganlewis.com
patricia.cave@morganlewis.com

Counsel for the Parties

EXHIBIT A

Depiction of the *Pro Forma* Assignment

Current Ownership and Depiction of *Pro Forma Assignment**

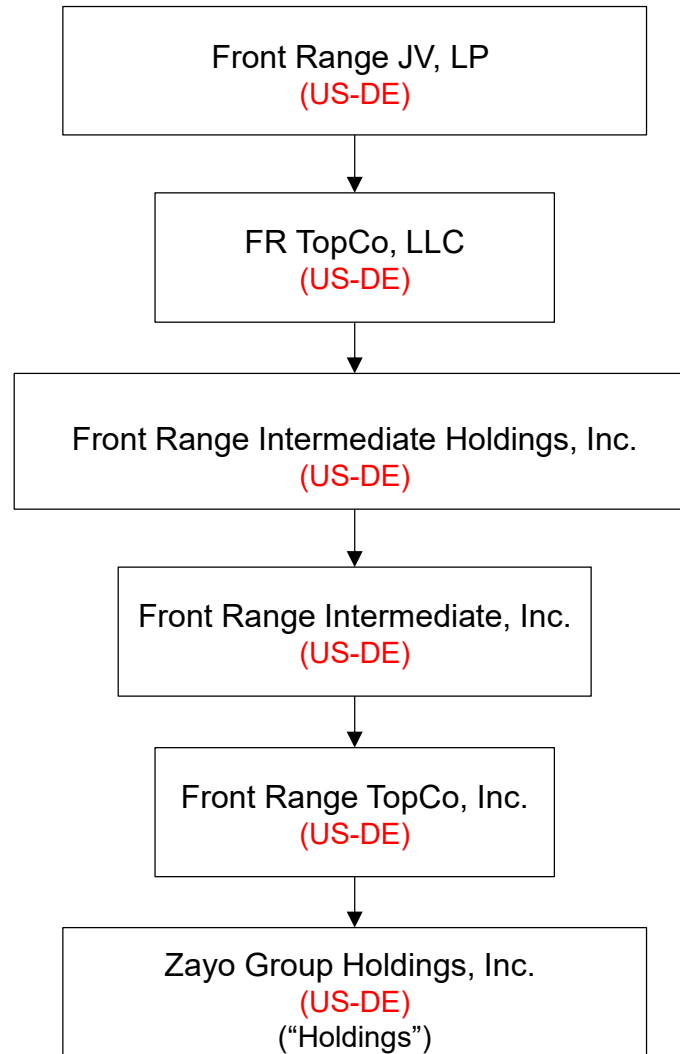


* The entities listed herein only include the regulated parties involved in the *Pro Forma Assignment* and the entities that are in their chain of ownership. The chart excludes all other subsidiaries of Holdings.

Certain regulated customer contracts and related network infrastructure of Zayo Group assigned to Zayo NE.

**All ownership percentages are 100%.

Corporate Ownership Structure of Holdings
(Chart 2)



(see Chart 1 for Subsidiaries of Holdings)

**All ownership percentages are 100%.

EXHIBIT B

Sample Customer Notice

Sample Customer Notice

Effective on or about [DATE], 2025, subject to any necessary regulatory approvals (the “Transfer Date”) Zayo Group, LLC (“Zayo Group”) will be transferring your service to its subsidiary, Zayo Northeast, LLC (“Zayo NE”). Your services and the associated pricing and terms and conditions of service will not change as a result of this change. There is no charge associated with this change. We will continue to resolve any issues you may have with your account or service using the same customer support number: 1-866-364-6033. You will continue to be responsible for paying your bills to Zayo Group, as you have done in the past, until the transfer is complete, at which time you will be responsible for paying your bills issued by Zayo NE. Prior to the Transfer Date, Zayo NE will provide you with new bill payment instructions, which may require a change to the address and/or bank account that you send your service payments to. If you obtain multiple services from Zayo Group, some services may be retained by Zayo Group depending on which services you receive and where you receive them. In those situations, we will also provide further information.

We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this change will enhance our ability to serve you. We look forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

VERIFICATION

I, Lauren Lantero, state that I am SVP, General Counsel and Assistant Secretary of Zayo Group, LLC and Assistant Secretary of Zayo Northeast, 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 26th day of February 2025.



Lauren Lantero
SVP, General Counsel and Assistant Secretary
Zayo Group, LLC
Assistant Secretary
Zayo Northeast, LLC