

**STAN BARRETT** | Partner  
sbarrett@sh-law.com  
Phone: 848-482-8585

May 4, 2023

*Via E-mail (board.secretary@bpu.nj.gov)*

Sherri L. Golden, RMC, Board Secretary  
Board of Public Utilities  
44 South Clinton Avenue  
1st Floor  
Trenton, NJ 08625

**Re: In the Matter of Verified Joint Petition of Zayo Group, LLC and Electric Lightwave, LLC d/b/a Allstream for Waiver of Mass Migration Rules  
Our File No.: 41049.1300**

Dear Secretary Golden:

On behalf of Zayo Group, LLC and Electric Lightwave, LLC d/b/a Allstream (“Petitioners”), please find enclosed a Verified Joint Petition in connection with the above-captioned matter.

Petitioners would be pleased to discuss this matter further should your office require additional information. Please direct any communications to the undersigned.

Thank you for your kind attention.

Very truly yours,

*Stan Barrett*

Stan Barrett  
For the Firm

Encs.

cc: Lawanda Gilbert, Director (lawanda.gilbert@bpu.nj.gov)  
Brian O. Lipman, Director (blipman@rpa.state.nj.us)  
Emily Smithman, Assistant Deputy Rate Counsel (esmithman@rpa.state.nj.us)  
Robert Glover, Deputy Ratepayer Advocate (rglover@rpa.state.nj.us)

**STATE OF NEW JERSEY  
BOARD OF PUBLIC UTILITIES**

I/M/O of the Verified Joint Petition of

**Zayo Group, LLC**

and

**Electric Lightwave, LLC d/b/a Allstream**

for Waiver of Mass Migration Rules

Docket No. \_\_\_\_\_

**VERIFIED JOINT PETITION**

Zayo Group, LLC (“Zayo Group”) and Electric Lightwave, LLC d/b/a Allstream (“Electric Lightwave” and, collectively with Zayo Group, “Petitioners”), through their undersigned counsel, request, to the extent necessary, a waiver of the Board’s mass migration rules, N.J.A.C. 14:10-12.1 *et seq.*, in connection with the planned *pro forma* consolidation of Electric Lightwave into Zayo Group, with Zayo Group remaining as the surviving entity (herein referred to as the “*Pro Forma Consolidation*”). Since Electric Lightwave is only a reseller and therefore has not obtained an authorization from the Board to provide local exchange or interexchange service, the Electric Lightwave is not a public utility<sup>1</sup> and N.J.S.A. 48:3-7 does not apply to the *Pro Forma Consolidation*. To the extent the Board believes approval is required pursuant to N.J.S.A. 48:3-7, Petitioners also request such approval.

---

<sup>1</sup> “Public Utility” is defined by N.J.S.A. 48:2-13 as “every individual, copartnership, association, corporation or joint stock company...that now or hereafter may own, operate, manage or control within this State any...telephone or telegraph system, plant or equipment for public use, under privileges granted or hereafter to be granted by this State or by any political subdivision thereof.” As a reseller, Electric Lightwave does not own, operate, manage or control a telephone system, plant or equipment under privileges granted by the Board.

The *Pro Forma Consolidation* is 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. Petitioners submit that the waiver requested by this Petition is in the public interest and should be granted on an expedited basis. Subject to receipt of applicable regulatory approvals, Petitioners propose to complete the *Pro Forma Consolidation* as soon as possible in 2023. Petitioners respectfully request approval of this Petition no later than the Board's meeting scheduled for June 7, 2023, in order to allow them to undertake the numerous corporate steps necessary to complete the *Pro Forma Consolidation* within that timeframe.

In support of this Petition, the Petitioners provide the following information:

**I. DESCRIPTION OF THE PETITIONERS**

Zayo Group and Electric Lightwave are both Delaware limited liability companies. Electric Lightwave is 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 Petitioners, the "Company"), a 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 has a principal office located at 18110 SE 34<sup>th</sup> Street; Building One, Suite 100, Vancouver, Washington 98683. The current ownership structures of Petitioners are included in **Exhibit A**.

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 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 New Jersey, Zayo Group is authorized to provide local exchange and interexchange telecommunications services pursuant to Board authorization granted on May 16, 2011, in Docket No. TE11020049. Zayo Group also is authorized by the Federal Communications Commission (“FCC”) to provide domestic and international telecommunications services in addition to certain point-to-point wireless services.

Electric Lightwave provides a broad range of communication and networking services to businesses, wholesale carriers, web content providers, government organizations and educational institutions. These services include, but are not limited to, facilities-based local, resold long distance, Internet, VoIP, broadband transport and data services. Electric Lightwave provides telecommunications services primarily in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington. In New Jersey, Electric Lightwave provides resold long distance service pursuant to an Authorized Resale Carrier Letter of Acknowledgement, dated September 20, 1996. Electric Lightwave also is authorized by the FCC to provide domestic and international telecommunications services.

## **II. DESIGNATED CONTACTS**

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

For Petitioners:

Dennis Linken  
Stan Barrett  
Scarinci | Hollenbeck  
150 Clove Rd., 9<sup>th</sup> Floor  
Little Falls, NJ 07424  
(201) 896-7057 (tel)  
dlinken@sh-law.com  
sbarrett@sh-law.com

with copies to:

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

and:

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

and:

Donna Heaston  
Senior Corporate Counsel  
Allstream  
2800 Campus Drive, Suite 140  
Plymouth, MN 55441  
763-745-8466  
donna.heaston@zayo.com

**III. DESCRIPTION OF THE PRO FORMA CONSOLIDATION**

In order to simplify the Company's corporate structure, Zayo Group is undertaking certain *pro forma* intra-company transactions, including the consolidation of Electric Lightwave into Zayo Group. The *Pro Forma Consolidation* is expected to result from the merger of Electric Lightwave with and into Zayo Group, whereupon the separate existence of Electric Lightwave will cease and Zayo Group will be the surviving entity. **Exhibit A** contains diagrams of the corporate structure of Petitioners before and after the *Pro Forma Consolidation*.

Upon completion of the *Pro Forma Consolidation*, Zayo Group will establish an "Allstream" division that will continue to operate those portions of the Electric Lightwave business

that provide services, primarily traditional voice services, not currently provided by Zayo Group. The Allstream division will utilize the management and operations personnel that currently operate Electric Lightwave.

All customers of Electric Lightwave will be notified of the *Pro Forma Consolidation* consistent with the sample notice provided in **Exhibit B**.

All of Electric Lightwave's customers in New Jersey are commercial entities whose primary business location is in other states and who receive service under individually negotiated contracts and therefore would not be considered mass market service customers. Although the Petitioners do not believe that the Board's mass migration rules were intended to cover a change in the provider for such customers, especially under the circumstances presented (*i.e.*, where the change in provider will occur as part of an intra-company consolidation pursuant to which ownership, control and management policies will remain the same), to the extent required, the Petitioners request a waiver of the Board's mass migration rules, see N.J.A.C. 14:10-12.1 et seq. It would be unduly burdensome, unnecessary and potentially confusing to customers for Petitioners to comply with the Board's mass migration rules without modification or waiver because, from its customers' point of view, the transaction will simply result in a change in the legal name of their provider (Zayo Group will provide service to the affected New Jersey of Electric Lightwave customers under the "Allstream" brand, which is currently used by Electric Lightwave) rather than a discontinuance or other change in their services.<sup>2</sup> The Board granted a similar waiver in connection with prior *pro forma* consolidations. See *e.g.*, I/M/O/ Light Tower

---

<sup>2</sup> As noted above, Zayo Group will establish an "Allstream" division that will continue to operate those portions of the Electric Lightwave business that provide services, primarily traditional voice services, not currently provided by Zayo Group.

Fiber Long Island et al., Docket No. TM14040343 (June 18, 2014); I/M/O Light Tower Fiber and Keyspan Communications, Docket No. TM08040212 (June 13, 2008).

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

Petitioners submit that the *Pro Forma Consolidation* described herein is in the public interest. The *Pro Forma Consolidation* will simplify the Company's existing corporate structure and the Company's business will be more efficient from a management, operations, regulatory, accounting, financial and customer perspective, since the *Pro Forma Consolidation* will reduce the Company's reporting and accounting burdens and provide other operational efficiencies. As a result of the efficiencies and focus, the Company will become a stronger competitor, to the ultimate benefit of consumers.

Furthermore, the *Pro Forma Consolidation* will be seamless to New Jersey customers and will not result in any change in their services. Zayo Group will utilize the familiar "Allstream" brand with respect to the affected New Jersey customers that receive services, primarily traditional voice services, not currently provided by Zayo Group. The remaining affected customers will be served under the "Zayo" brand. Regardless, the rates, terms and conditions of their services will not change as a result of the *Pro Forma Consolidation*. All customers will be notified of the *Pro Forma Consolidation* consistent with the sample notice provided in **Exhibit B**.

Finally, there will be no change in the managerial qualifications of the telecommunications provider serving the customers affected by the *Pro Forma Consolidation* since the managerial and operations personnel that currently operate Electric Lightwave will continue to operate a portion of the Allstream business as a separate division within Zayo Group and the remaining operations will be overseen by Zayo Group's existing experienced management and operations personnel.

V. **CONCLUSION**

For the reasons stated above, Petitioners request the Board waive its mass migration rules for the *Pro Forma Consolidation* and grant such other relief as may be necessary.

Respectfully submitted,

/s/ Stan Barrett  
Stan Barrett  
Scarinci | Hollenbeck  
150 Clove Rd., 9<sup>th</sup> Floor  
Little Falls, NJ 07424  
(201) 896-7057 (tel)  
dlinken@sh-law.com  
sbarrett@sh-law.com

Counsel for Petitioners

Dated: May 4, 2023

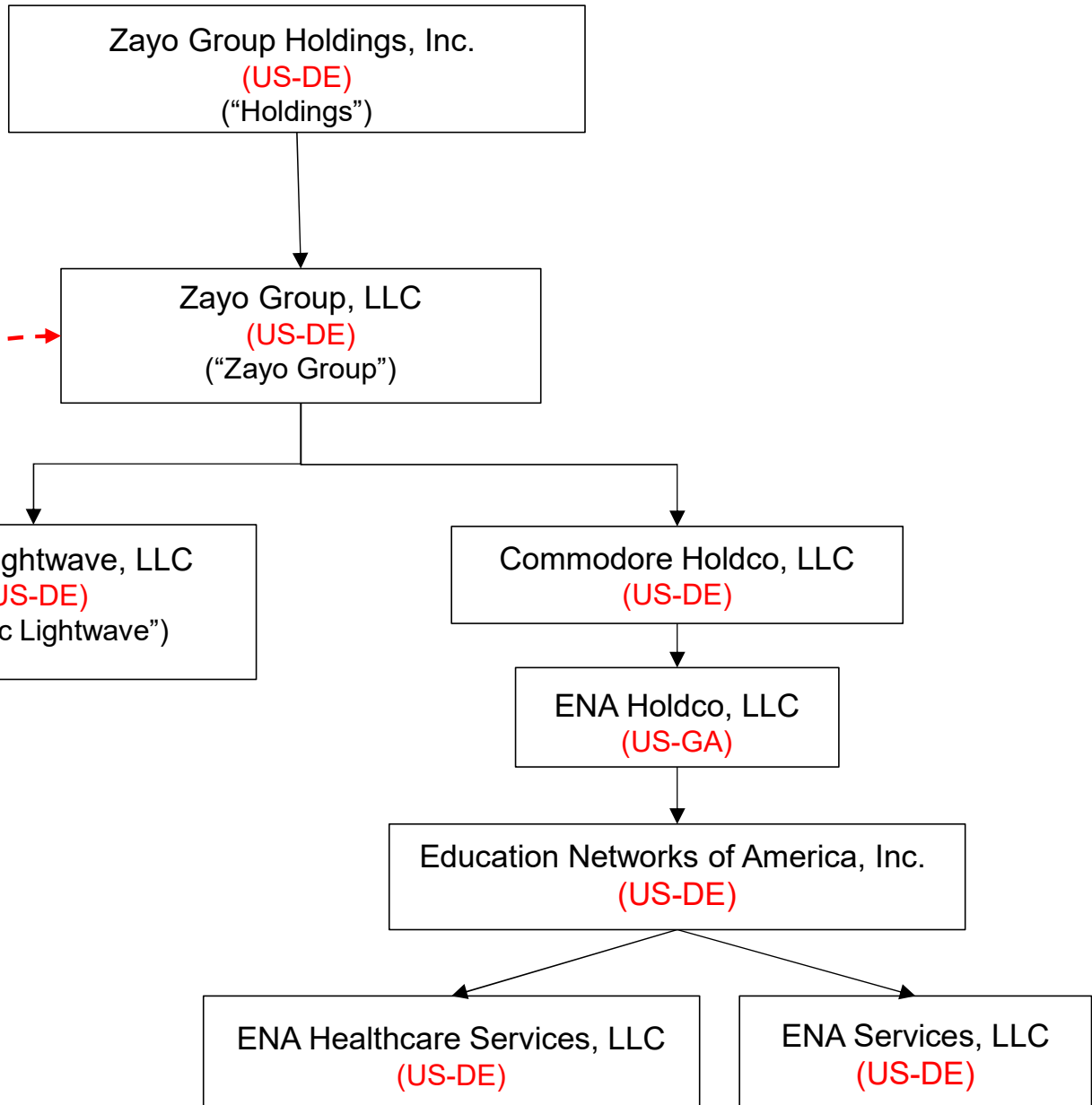


**EXHIBIT A**

**Current and Post-*Pro Forma* Consolidation Organization Charts**

## CURRENT OWNERSHIP STRUCTURE AND DEPICTION OF *PRO FORMA CONSOLIDATION*

\*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.

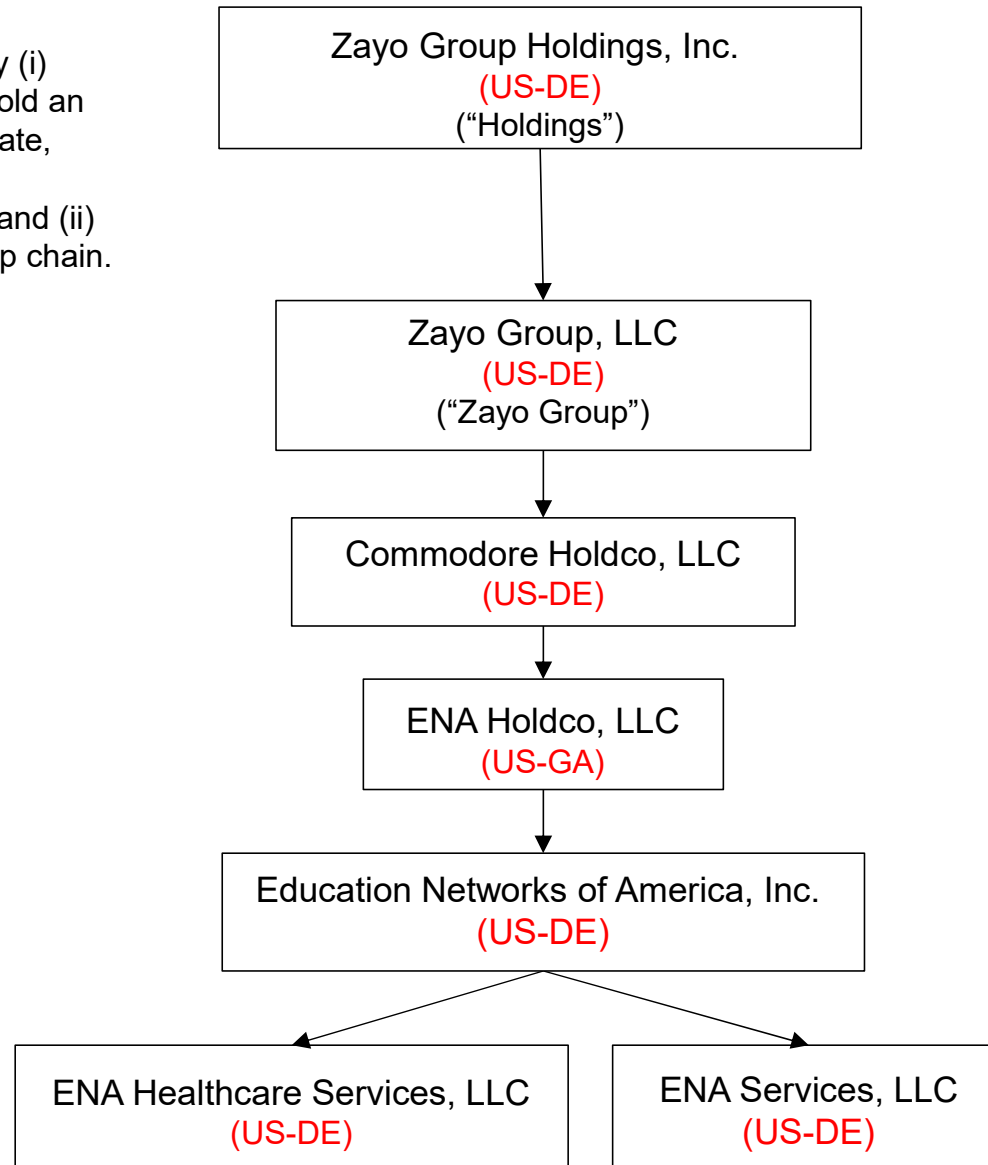


Electric Lightwave will merge with and into Zayo Group, with Zayo Group surviving the merger.

\*\*All ownership percentages are 100%.

## POST-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.



\*\*All ownership percentages are 100%.

## **EXHIBIT B**

### **Sample Customer Notice**

The affected customers of Electric Lightwave will receive notice of the *Pro Forma Consolidation* through a bill notation. The notice will be provided to customers in their bill issued at least 30 days prior to the *pro forma consolidation* of Electric Lightwave into Zayo Group.

For customers that will continue to be served under the “Allstream” brand, the text of the bill notation will be substantially similar to the following:

On or about [DATE], 2023, Electric Lightwave, LLC d/b/a Allstream and its parent company, Zayo Group, LLC, will undertake an internal corporate consolidation. At that time, Zayo Group, LLC will provide your telecommunications services under the “Allstream” brand. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal consolidation. There is no charge associated with this change. You will continue receive bills from Allstream and we will continue to resolve any issues you may have with your account or service using the same customer support numbers: 1-800-360-4467 (Customer Repair) and 1-866-468-3472 (Customer Support).

We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this internal consolidation 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.

For customers that will be served under the “Zayo” brand, the text of the bill notation will be substantially similar to the following:

On or about [DATE], 2023, Electric Lightwave, LLC d/b/a Allstream and its parent company, Zayo Group, LLC, will undertake an internal corporate consolidation. At that time, Zayo Group, LLC will provide your telecommunications services under the “Zayo” brand. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal consolidation. There is no charge associated with this change. You will receive bills from Zayo and we will resolve any issues you may have with your account or service using the following customer support number: 866-364-6033.

We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this internal consolidation 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.

STATE OF COLORADO  
COUNTY OF BOULDER

§  
§  
§

**VERIFICATION**

I, Lauren Lantero, state that I am the General Counsel, Corporate of Zayo Group, LLC and Assistant Secretary of Electric Lightwave, 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.



Lauren Lantero  
General Counsel, Corporate, Zayo Group, LLC  
Assistant Secretary, Electric Lightwave, LLC

Sworn and subscribed before me this 26 day of JANUARY, 2023.



Notary Public

My commission expires NOVEMBER 27, 2023

MICHAEL JORDAN MONTOYA  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 20194044677  
MY COMMISSION EXPIRES NOVEMBER 27, 2023