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Our file no.: 0000342779

December 7, 2009

Via Overnight Delivery

Patricia Van Gerpin, Executive Director
South Dakota Public Utilities Commission
Capitol Building
500 East Capitol Avenue
Pierre, South Dakota 57501

RECEIVED

DEC 08 2009

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

Re: Joint Notification of Onvoy, Inc., Zayo Group, LLC and Zayo Group Holdings, Inc. Regarding a *Pro Forma* Change in Direct Ownership of Onvoy, Inc.

Dear Ms. Van Gerpin:

Onvoy, Inc. ("Onvoy"), Zayo Group, LLC ("Zayo Group") and Zayo Group Holdings, Inc. ("Holdings" and together with Onvoy and Zayo Group, the "Parties"), by undersigned counsel and pursuant to S.D. Codified Laws § 49-31-20, notify the South Dakota Public Utilities Commission ("Commission") of a *pro forma* change in direct ownership of Onvoy from Zayo Group to Holdings, Zayo Group's immediate parent company and Onvoy's current ultimate parent company. The change of direct ownership of Onvoy is therefore entirely *pro forma* in nature because Holdings already indirectly wholly owns Onvoy through its wholly owned subsidiary, Zayo Group. The Parties plan to complete the *pro forma* change in control by February 1, 2010 for important business reasons.

It is the Parties' understanding that Commission approval is not required to complete the transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records. In support of this filing, the Parties provide the following information:

Description of the Parties

A. Zayo Group, LLC and Zayo Holdings, Inc.

Zayo Group is a Delaware limited liability company. Zayo Group is wholly owned by Holdings, a Delaware holding company with no operations that is wholly owned by Communications Infrastructure Investment, LLC ("CII"), a Delaware limited liability company. CII has no majority owner. Zayo Group, Holdings and CII all have a principal business office at 901 Front Street, Suite 200, Louisville, Colorado 80027. Zayo Group, currently operating through its four business units, provides bandwidth, voice, collocation and interconnection, and managed services to carrier, enterprise, small and medium enterprise, and government customers.

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B. Onvoy, Inc.

Onvoy is a Minnesota corporation with its headquarters located at 300 South Highway 169, Suite 700, St. Louis Park, MN 55426. Onvoy is currently a wholly owned direct subsidiary of Zayo Group and indirect subsidiary of Holdings. Onvoy provides wholesale local exchange, competitive tandem and switching, long distance, intrastate PRI service, local transit, direct inward dialing and SS7 services to other local exchange carriers and interexchange carriers, as well as some retail customers. In South Dakota, Onvoy is authorized to provide interexchange telecommunications services pursuant to a Certificate granted in TC05-084 on September 21, 2005.¹

Contacts

Questions or any correspondence or other materials pertaining to this filing should be directed to the following.

For the Parties:

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and:

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Description of Pro Forma Change in Ownership

For various business reasons, Zayo Group and Holdings have determined to transfer the direct ownership of Onvoy from Zayo Group to Holdings. Since Holdings already indirectly wholly owns Onvoy through Holdings' direct subsidiary, Zayo Group, this change of direct control of Onvoy is *pro forma* in nature. Charts depicting the corporate

¹ The original Certificate was granted to Minnesota Independent Interexchange Corporation d/b/a MEANS Telecom ("MEANS"). MEANS subsequently merged into Onvoy, its parent company, resulting in the transfer of the Certificate to Onvoy.

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structure of Onvoy before and after the *pro forma* change in control are provided as Exhibits A and B, respectively. The change in the direct ownership of Onvoy will not result in any change in the management or day-to-day operations of Onvoy in South Dakota; nor will it adversely affect the current or proposed operations of Onvoy in South Dakota.

Public Interest Considerations

The proposed *pro forma* change in corporate structure will serve the public interest by enabling Holdings and its subsidiaries, including Onvoy, to enhance their operational flexibility in regard to financing arrangements and equity issuances. In addition, this change will be transparent to South Dakota consumers, who will benefit from the continued availability of high quality, competitively priced telecommunications services provided by Onvoy.

Conclusion

For the reasons set forth above, the *pro forma* change in ownership of Onvoy described herein will serve the public interest. An original and ten (10) copies of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact us.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for the Parties

LIST OF EXHIBITS

- | | |
|-----------|------------------------------|
| Exhibit A | Current Corporate Structure |
| Exhibit B | Proposed Corporate Structure |

EXHIBIT A

Current Corporate Structure

CURRENT CORPORATE STRUCTURE

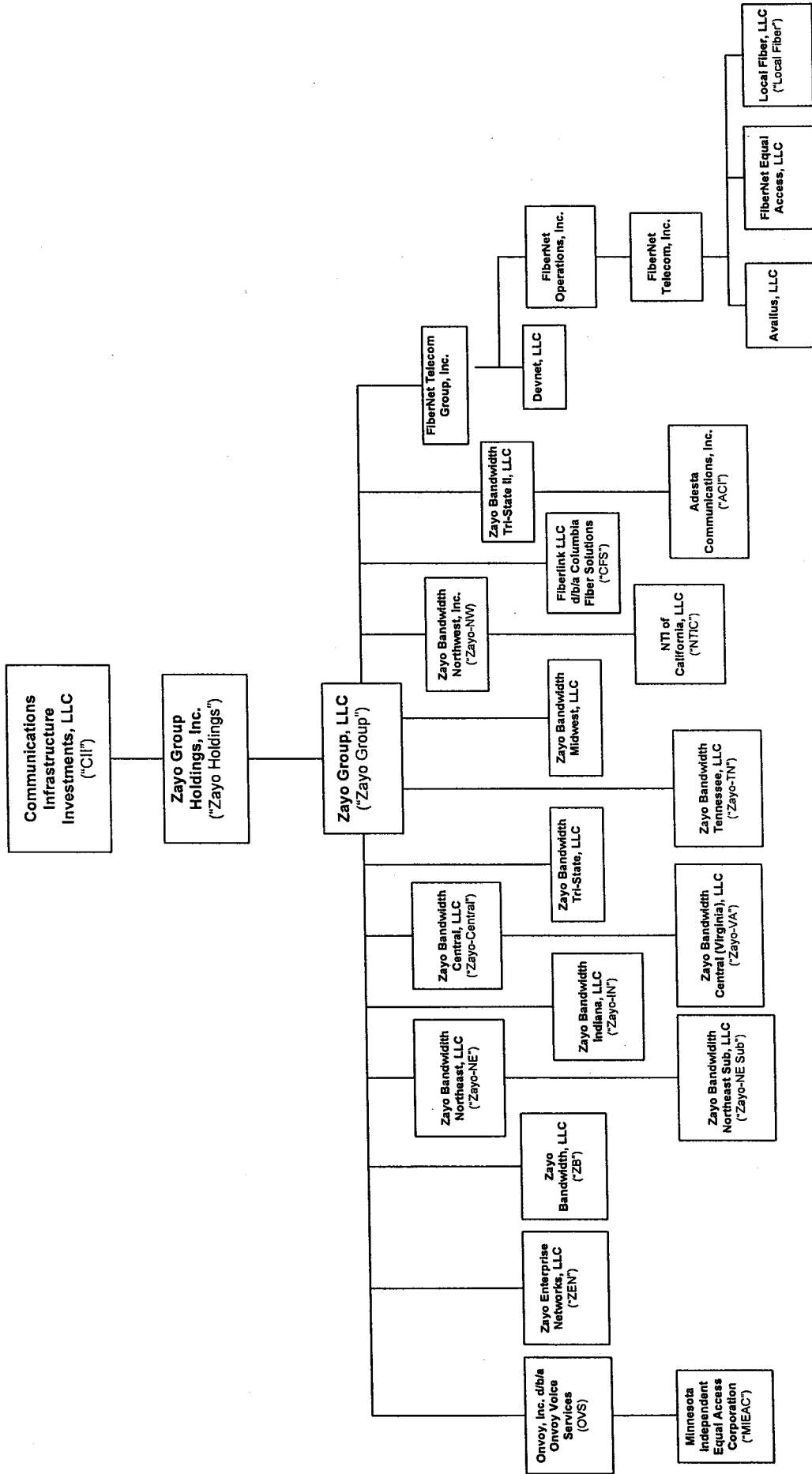
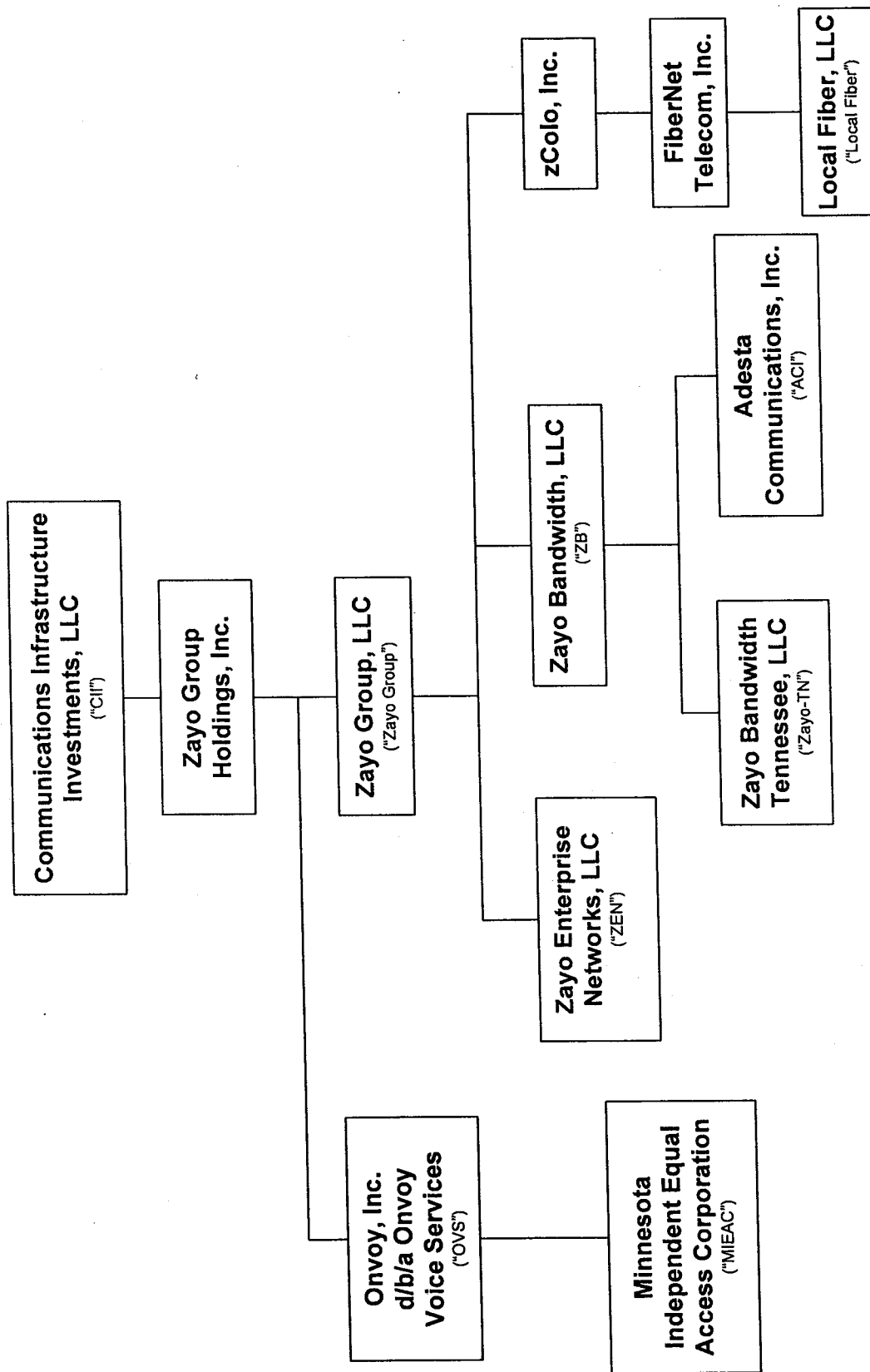


EXHIBIT B

Proposed Corporate Structure

PROPOSED CORPORATE STRUCTURE

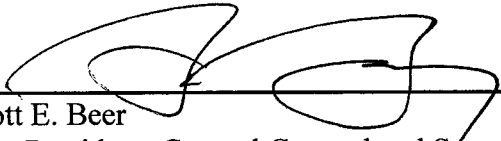


STATE OF COLORADO
COUNTY OF BOULDER

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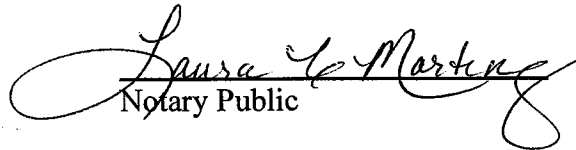
VERIFICATION

I, Scott E. Beer, state that am Vice President, General Counsel and Secretary of Zayo Group, LLC; that I am authorized to make this Verification on behalf of Zayo Group, LLC and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Scott E. Beer
Vice President, General Counsel and Secretary
Zayo Group, LLC

Sworn and subscribed before me this 30th day of November, 2009.



Notary Public

My commission expires 4/1/2017

