

Jean L. Kiddoo
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May 13, 2014

Via E-Filing

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capital Building, 1st Floor
500 East Capital Avenue
Pierre, South Dakota 57501-5070

Re: Notification of Onvoy, LLC Regarding its Conversion and Resulting Name Change and the Proposed *Pro Forma* Transfer of Direct Ownership

Dear Mr. Van Gerpen:

Onvoy, LLC (formerly known as Onvoy, Inc. d/b/a Onvoy Voice Services) (the “Company” or “Onvoy”), by undersigned counsel and pursuant to S.D. Codified Laws § 49-31-20, hereby notifies the Commission (1) that the Company converted from a Minnesota corporation to a Minnesota limited liability company resulting in a change in the Company’s name to “Onvoy, LLC” (the “Conversion”) and (2) of the proposed *pro forma* transfer of direct ownership of the Company from Zayo Group Holdings, Inc. (“Holdings”) to Communications Infrastructure Investments, LLC (“CII”), the direct parent company of Holdings and ultimate parent company of the Company (the “*Pro Forma* Transaction”).

The Company understands that prior approval of the Commission is not required for the Conversion and *Pro Forma* Transaction. Accordingly, the Company submits this letter for informational purposes to ensure the continuing accuracy of the Commission’s records. In support, the Company provides the following information:

Description of the Company

The Company is a limited liability company organized under the laws of the State of Minnesota as a result of its conversion from a Minnesota corporation. Onvoy’s principal address is 10300 6th Avenue North, Plymouth, Minnesota 55441. Onvoy is currently a wholly-owned subsidiary of Holdings, a Delaware corporation and wholly-owned subsidiary of CII, a Delaware limited liability company. CII has no majority owner.

Onvoy has been providing telecommunications service since 1988. Onvoy provides wholesale local exchange and long distance services, tandem switched access, transit and other access services to other carriers. In South Dakota, the Company is authorized to provide interexchange telecommunication services pursuant to a Certificate of Authority

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

Bingham McCutchen LLP
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(“Certificate”) granted in Docket No. TC05-084¹ and local exchange telecommunications services pursuant to a Certificate granted in Docket No. TC12-030. The Company is also authorized by the FCC to provide domestic and international telecommunications services. Additional information concerning the Onvoy’s legal, technical, managerial and financial qualifications has been submitted to the Commission with Onvoy’s certification and other transactions and is therefore already a matter of public record. The Company requests that the Commission take official notice of these existing descriptions of the Company’s qualifications and incorporate them by reference herein.

In addition to the Company, Holdings also directly wholly owns Zayo Group, LLC (“Zayo”), which is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over regional and metropolitan fiber networks.² Although both Onvoy and Zayo have the same direct parent company, over the past several years Onvoy and Zayo have been run as separate businesses, with separate management and technical personnel,³ different business models, and different product and customer segments. Further, Onvoy and Zayo have maintained separate books and entered into separate financing arrangements in which the other entity did not participate as a borrower or guarantor or by pledging its assets. The *Pro Forma* Transaction described below will realign the operating companies within CII’s corporate structure to better reflect these divisions.

Contacts

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

¹ The original Certificate was granted to Minnesota Independent Interexchange Corporation d/b/a MEANS Telecom (“MEANS”). *In the Matter of the Registration of Minnesota Independent Interexchange Corporation D/B/A Polaris Telecom to provide Interexchange Toll Service to the Customers of Farmers Mutual Telephone Company and Valley Telephone Company*, Order Granting Registration and Approving Tariff, Docket. No. TC92-071 (July 31, 1992). MEANS subsequently merged into Onvoy, its parent company, resulting in the transfer of the Certificate to Onvoy. The service area permitted by the original Certificate was expanded from several border states to statewide. *In the Matter of Application of Onvoy, Inc. for an Amended Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota*, Order Granting Amended Certificate of Authority, Docket No. TC05-84 (Sept. 21, 2005).

² In South Dakota, Zayo is authorized to provide local exchange and interexchange telecommunications services pursuant to Certificates granted in Docket Nos. TC00-079 and TC06-063. The Certificates were transferred to Zayo from its subsidiary, 306networks (USA) inc., pursuant to the Commission’s Order issued in Docket No. TC12-191.

³ Although day-to-day operations are managed by different management teams, Zayo and Onvoy share the same corporate officers and will continue to do so immediately following the pro forma transaction.

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jean.kiddoo@bingham.com
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with a copy to:

Scott Sawyer, General Counsel
Onvoy
10300 6th Avenue North
Plymouth, MN 55441
763-230-4660 (tel)
952-230-4300 (fax)
scott.sawyer@onvoy.com

Description of the Conversion

The conversion of the Company to a limited liability company was merely a change in its corporate form accomplished through the filing of Articles of Conversion in Minnesota and did not entail a merger or other transactions extinguishing the existence of the Company. A copy of the conversion documents are provided as Exhibit A and a copy of the updated authority to transact business in South Dakota is provided as Exhibit B. The Company requests that the Commission update its records, including the Company's Certificate, to reflect the conversion and resulting name change and, to the extent necessary, approve these changes. The Company will separately submit any required tariff filing(s) to reflect these changes.

Description of the *Pro Forma* Transaction

Through the contribution to CII of the membership interests held by Holdings in Onvoy, the direct owner of Onvoy will change from Holdings to CII. Since Holdings is a wholly owned direct subsidiary of CII, the transfer of direct ownership of Onvoy will not result in a change in ultimate ownership of Onvoy and is *pro forma* in nature. For the Commission's reference, a chart depicting the pre- and post-*Pro Forma* Transaction ownership of Onvoy is provided as Exhibit C.

Public Interest Considerations

The Company submits that the Conversion and *Pro Forma* Transaction are in the public interest. The *Pro Forma* Transaction will realign the corporate structure of CII and its operating entities to better reflect the differences in their business plans, management and operations. This will allow those operating entities to be able to better focus on their particular business and customers without as much potential for conflicting priorities between the businesses. The Conversion and proposed *Pro Forma* Transaction may also provide the companies with greater flexibility for future debt and equity transactions, as well as other corporate transactions. The *Pro Forma* Transaction will be entirely transparent to the Company's customers and will not result in any change in their services. In particular, the rates, terms and conditions of their services will not change as a result of the purely *pro forma* changes.

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* * * *

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 373-6000.

Respectfully submitted,

A handwritten signature in blue ink that reads "Brett P Ferenchak". The signature is written in a cursive, slightly slanted style.

Jean L. Kiddoo
Brett P. Ferenchak

Counsel for the Company

EXHIBIT A

Conversion Documents

**Office of the Minnesota Secretary of State
Certificate of Conversion**

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Converting Entity:

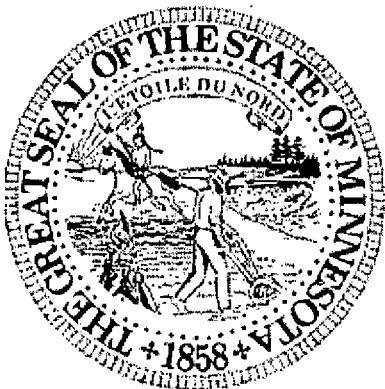
MINNESOTA: ONVOY, INC.

After Conversion, Entity is governed by Minnesota Statutes, Chapter: 322B

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

MINNESOTA: ONVOY, LLC

This Certificate has been issued on: 3/10/2014



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

6B-729

DC



Office of the Minnesota Secretary of State
Minnesota Business Corporations &
Limited Liability Companies | Articles of Conversion
Minnesota Statutes, Chapter's 302A & 322B



Read the instructions before completing this form.

Filing Fee: \$55 for expedited service in-person and online filings, \$35 if submitted by mail

1. Name of the Organization before the Conversion is: (Required)
Onvoy, Inc.

2. Name of the Organization after the Conversion shall be: (Required)
Onvoy, LLC

3. After the Conversion, the Organization shall be a: (Required) (Check one of the following filing types.)

- Corporation Limited Liability Company

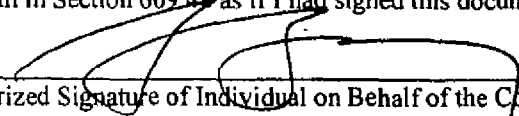
4. The Terms and Conditions of the Proposed Conversion are:
No Terms and Conditions

If no Terms and Conditions are listed, the undersigned personally certifies that there are no Terms and Conditions.

5. The manner and basis of converting each ownership interest in the organization immediately before the conversion into ownership interests of the organization immediately after the conversion, in whole or in part, into money or other property is: (Required)
The sole shareholder's 100% interest in the Corporation shall be converted into a 100% interest in the LLC

6. Include a Copy of the Proposed Articles of Incorporation or Articles of Organization of the Organization after the Conversion, with the Articles and Plan of Conversion. (Required)

7. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.42 as if I had signed this document under oath.

 _____ 3-7-2014 Date
Authorized Signature of Individual on Behalf of the Converting Company or Authorized Agent (Required)

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

scott.beer@zayo.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

Office of the Minnesota Secretary of State
Minnesota Business Corporations &
Limited Liability Companies | Articles of Conversion
Minnesota Statutes, Chapter's 302A & 322B



List a name and daytime phone number of a person who can be contacted about this form:

Lorna McDill

650-849-5237

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 3/12/14

Mark Ritchie



By

[Signature]

Secretary of State

EXHIBIT B

Authority to Transact Business

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority Foreign LLC

ORGANIZATIONAL ID# FL042604

I, **Jason Gant**, Secretary of State of the State of South Dakota, hereby certify that the Certificate of Authority of

Onvoy, LLC

duly signed and verified, have been received in this office and are found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the Certificate of Authority.

IN TESTIMONY WHEREOF,
I have hereunto set my hand and
affixed the Great Seal of the
State of South Dakota, at Pierre,
the Capital, this 04/17/2014.



Jason M. Gant
Secretary of State

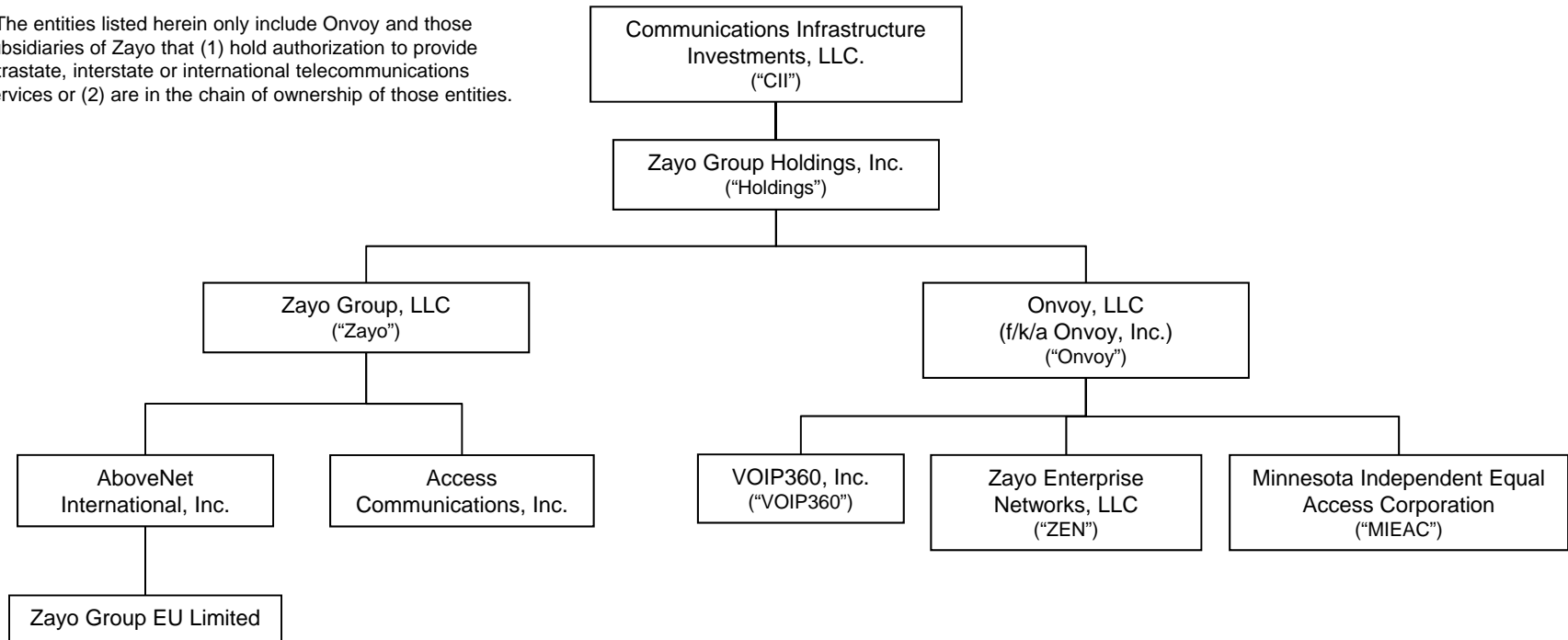
4/17/2014 12:06:15 PM
Change ID: 1166213

EXHIBIT C

Pre- and Post-*Pro Forma* Transaction Corporate Structure of Onvoy

Current Corporate Organizational Structure of Onvoy

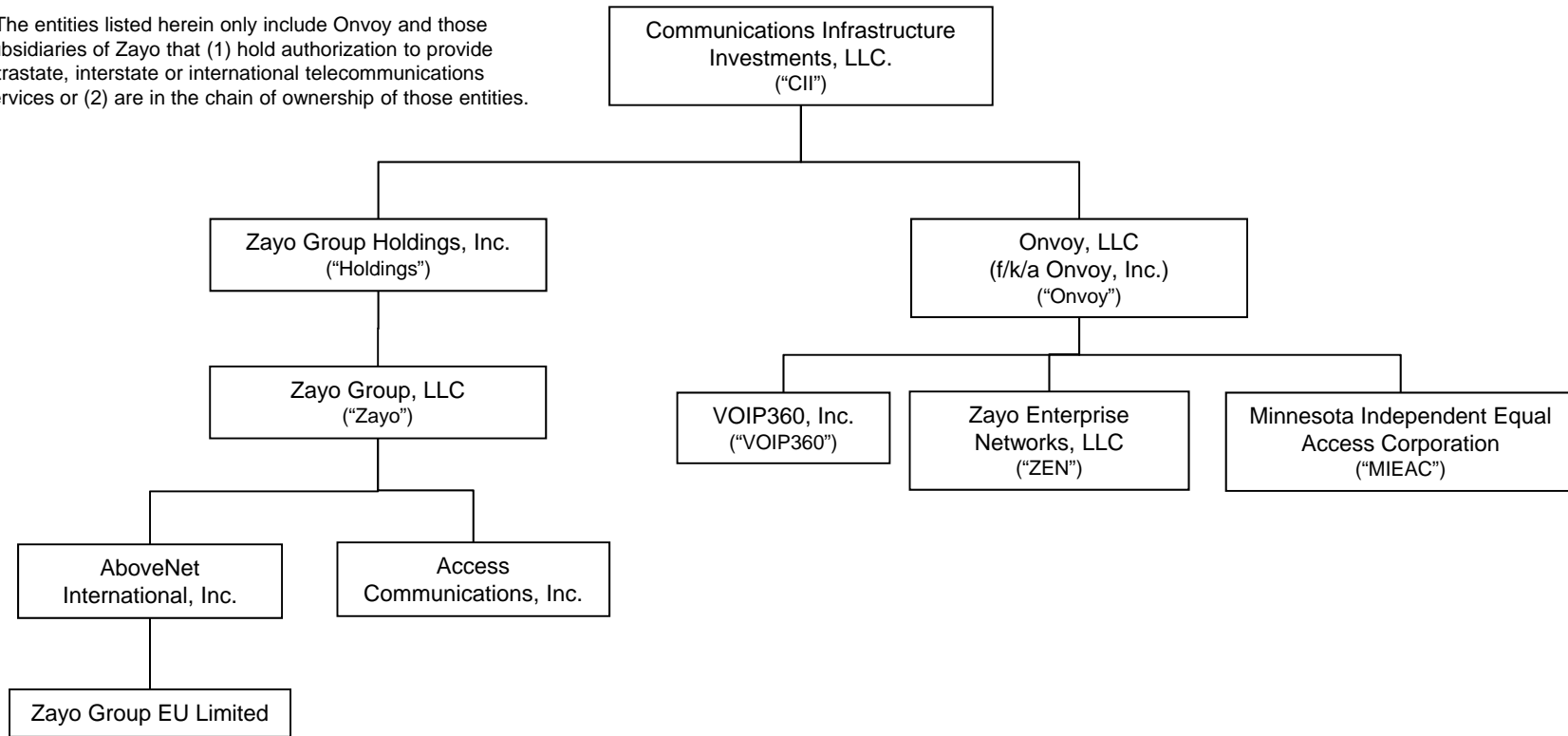
* The entities listed herein only include Onvoy and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities.



Unless otherwise indicated all ownership percentages are 100%.

Proposed Corporate Organizational Structure of Onvoy

* The entities listed herein only include Onvoy 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

STATE OF COLORADO
COUNTY OF BOULDER

§
§
§


VERIFICATION

I, Scott E. Beer, am Vice President, General Counsel and Secretary of Communications Infrastructure Investments, LLC, Zayo Group Holdings, Inc. and Onvoy, LLC (collectively, the "Parties"); that I am authorized to make this Verification on behalf of the Parties; 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
Communications Infrastructure Investments, LLC
Zayo Group Holdings, Inc.
Onvoy, LLC

Sworn and subscribed before me this 11th day of April, 2014.



Notary Public

My commission expires 10/29/16

NICOLE L. MATTHEWS
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20124070570
MY COMMISSION EXPIRES OCTOBER 29, 2016