

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
	)	
<b>Zayo Group, LLC</b>	)	WC Docket No. 17-_____
	)	
and	)	IB File Nos. ITC-T/C-2017_____
	)	
<b>Barksdale Communications, LLC</b>	)	
	)	
For Grant of Authority Pursuant to Section 214	)	
of the Communications Act of 1934, as amend-	)	
ed, and Sections 63.04 and 63.24 of the Com-	)	
mission’s Rules to Transfer Indirect Control of	)	
Spread Telecommunications, LLC, a Holder of	)	
Domestic and International Section 214 Authori-	)	
zations, to Zayo Group, LLC	)	

**JOINT APPLICATION**

Zayo Group, LLC (“Zayo” or “Transferee”) and Barksdale Communications, LLC (“Barksdale” or “Transferor”) (together, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval to transfer indirect control of Spread Telecommunications, LLC (“Spread” or “Licensee”), a holder of domestic and international Section 214 authorizations, from Barksdale to Zayo.

In support of this Application, Applicants provide the following information:

**I. DESCRIPTION OF THE APPLICANTS**

**A. Zayo Group, LLC**

Zayo is a wholly owned subsidiary of Zayo Group Holdings, Inc. (“Holdings”), a publicly traded Delaware corporation (NYSE: ZAYO). Holdings has no majority owner. Zayo is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over regional and metropolitan fiber networks. These services enable customers to manage,

operate, and scale their telecommunications and data networks. Zayo's customers consist primarily of wireless service providers, national and regional communications service providers, media/internet/content companies, schools, hospitals, governments, banks and other bandwidth-intensive enterprises.

Through Zayo's acquisitions of Allstream and Electric Lightwave, the Allstream business, which is operated as distinct segment of Zayo, provides a unified communications business that consists of the Canadian small and medium-sized enterprise (SME) and voice businesses through Allstream Business Inc., an indirect, wholly owned Canadian subsidiary of Zayo, and the North American voice business through Allstream Business US, Inc., an Oregon corporation and indirect, wholly owned subsidiary of Zayo.

**B. Barksdale Communications, LLC**

Barksdale is a privately held holding company whose principal business is its investment in Spread Holdings, LLC. The ownership of Barksdale is provided in Exhibit B.

**C. Spread Telecommunications, LLC**

Licensee is a direct, wholly owned subsidiary of Spread Holdings, LLC ("Spread Holdings"), a Mississippi limited liability company. The subsidiaries of Spread Holdings (collectively, "Spread Networks"), including Licensee, built a carrier-neutral fiber network between New York City and Chicago. Spread Networks provides its customers with a state-of-the-art diverse and secure fiber optic network to allow data to run as close as possible to the true speed of light through fiber. The current ownership of Spread Holdings is provided in Exhibit B.

**II. DESCRIPTION OF THE TRANSACTION**

Pursuant to the Agreement and Plan of Merger, dated as of November 26, 2017, by and among Zayo, SNMS, LLC (a direct, wholly owned subsidiary of Zayo created for purposes of

the merger) (“Merger Sub”),<sup>1</sup> Spread Holdings, and Transferor, solely in its capacity as the Unitholder Representative, Zayo will acquire all of the outstanding equity interests in Spread Holdings (the “Transaction”). Specifically, Merger Sub will merge with and into Spread Holdings, whereupon the separate existence of Merger Sub will cease and Spread Holdings will survive as a direct, wholly owned subsidiary of Zayo. Licensee will remain a direct, wholly owned subsidiary of Spread Holdings and, therefore, Licensee will become an indirect, wholly owned subsidiary of Zayo. Diagrams depicting the pre- and post-Transaction corporate ownership structures of Licensee are appended hereto as Exhibit C.

### **III. PUBLIC INTEREST CONSIDERATIONS**

The Transaction will serve the public interest. The financial, technical, and managerial resources that Zayo will bring to Licensee are expected to enhance the ability of Licensee to compete in the communications marketplace. Further, the existing network and systems of Licensee will enhance the ability of Zayo to serve its customers. At the same time, the proposed Transaction will have no adverse impact on the customers of Licensee. Immediately following the Transaction, Licensee will continue to provide service at the same rates, terms, and conditions, as governed by existing contracts. The Transaction will be transparent to customers because the only change immediately following the closing from a customer’s perspective is that ultimately Zayo will be the new indirect owner of Licensee.

Following Zayo’s acquisition of Spread Networks, the acquired business will be fully integrated into Zayo’s Fiber Solutions and Transport businesses. Adding Zayo’s extensive national and metro fiber assets to Spread Network’s single and unique route will enable a broader customer set to take advantage of the investment made by Spread Networks in high bandwidth, low-

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<sup>1</sup> Merger Sub is a limited liability company formed under the laws of the state of Mississippi.

latency fiber between Chicago and New York. Further, when combined with Zayo's fiber routes from Seattle to Chicago and San Francisco to Chicago, customers of both companies will benefit from the low-latency coast to coast network.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Transferee:

Zayo Group, LLC **FRN: 0016555849**  
1805 29th Street, Suite 2050  
Boulder, CO 80301  
Tel: 303-381-4683

Transferor:

Barksdale Communications, LLC **FRN: 0027039296**  
c/o Spread Networks  
800 Woodlands Parkway, Suite 118  
Ridgeland, MS 39157  
Tel: 601-956-0861

Licensee:

Spread Telecommunications, LLC **FRN: 0020282547**  
800 Woodlands Parkway, Suite 205  
Ridgeland, MS 39157  
Tel: 601-956-9834

**(b) Jurisdiction of Organizations:**

Transferee: Zayo is a limited liability company formed under the laws of Delaware.

Transferor: Barksdale is a limited liability company formed under the laws of Mississippi.

Licensee: Spread is a limited liability company formed under the laws of Mississippi.

(c) **(Answer to Question 10)** Correspondence concerning this Application should be

sent to:

For Zayo:

Catherine Wang  
Brett P. Ferenchak  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave, N.W.  
Washington, DC 20004-2541  
202-739-3000 (tel)  
202-739-3001 (fax)  
[catherine.wang@morganlewis.com](mailto:catherine.wang@morganlewis.com)  
[brett.ferenchak@morganlewis.com](mailto:brett.ferenchak@morganlewis.com)

For Licensee and Transferor:

Joshua T. Guyan  
Winafred Brantl  
Kelley Drye & Warren, LLP  
3050 K St., N.W., Suite 400  
Washington, D.C. 20007  
202-342-8566 (tel)  
202-342-8451 (fax)  
[jguyan@kelleydrye.com](mailto:jguyan@kelleydrye.com)  
[wbrantl@kelleydrye.com](mailto:wbrantl@kelleydrye.com)

With copies for Zayo to:

Wendy Cassity  
VP, Secretary & General Counsel  
Zayo Group  
1805 29th St., Suite 2050  
Boulder, CO 80301  
[wendy.cassity@zayo.com](mailto:wendy.cassity@zayo.com)

With copies for Licensee to:

Daniel E. Spivey  
Bruce Deer  
Spread Networks  
800 Woodlands Parkway, Suite 205  
Ridgeland, MS 39157  
[dan.spivey@spreadnetworks.com](mailto:dan.spivey@spreadnetworks.com)  
[bruce.deer@spreadnetworks.com](mailto:bruce.deer@spreadnetworks.com)

With copies for Transferor to:

Barksdale Communication, LLC  
800 Woodlands Parkway, STE 118  
Ridgeland, MS 39157  
Attn: Don Cannada

**(d) Section 214 Authorizations**

Transferee: Zayo holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20091106-00475.<sup>2</sup> Zayo also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Each subsidiary of Zayo, except Electric Lightwave Holdings, Inc., listed in Exhibit A (the “Zayo Subs”) is authorized to provide interstate service

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<sup>2</sup> Zayo’s indirect subsidiary, Zayo Group EU Limited (f/k/a AboveNet Communications Europe Limited), provides international telecommunications services, pursuant to Section 63.21(h), under the international Section 214 authorization of Zayo.

by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. The following subsidiaries of Zayo also hold international Section 214 authorizations:

<b>International Section 214 Authorization Holder</b>	<b>Type of Authorization</b>	<b>File No(s).</b>
<p>Allstream Business US, Inc.</p> <p>The following subsidiaries of Allstream Business US, Inc. operate under its International Section 214 Authorization pursuant to 47 C.F.R. § 63.21(h):</p> <p>Integra Telecom of Idaho, Inc.  Integra Telecom of Minnesota, Inc.  Integra Telecom of North Dakota, Inc.  Integra Telecom of Oregon, Inc.  Integra Telecom of Utah, Inc.  Integra Telecom of Washington, Inc.  Scott-Rice Telephone Co.</p>	<p>Global Facilities-Based Services and Resale Services</p>	<p>ITC-214-19970820-00500</p>
<p>Electric Lightwave, LLC</p>	<p>Resold Public Switched Services and Global Resale Services</p>	<p>ITC-214-1994041500137  (Old File No. ITC-94-277);  ITC-214-19980619-00425  (Old File No. ITC-98-472)</p>
<p>Eschelon Telecom, Inc.</p> <p>The following subsidiaries of Eschelon Telecom, Inc. operate under its International Section 214 Authorization pursuant to 47 C.F.R. § 63.21(h):</p> <p>Advanced TelCom, Inc.  Eschelon Telecom of Arizona, Inc.  Eschelon Telecom of Colorado, Inc.  Eschelon Telecom of Minnesota, Inc.  Eschelon Telecom of Nevada, Inc.  Eschelon Telecom of Oregon, Inc.  Eschelon Telecom of Utah, Inc.  Eschelon Telecom of Washington, Inc.  Mountain Telecommunications of Arizona, Inc.  OneEighty Communications, Inc.  Oregon Telecom, Inc.  Shared Communications Services, Inc.  United Communications, Inc.</p>	<p>Resold Public Switched Services and Global Resale Service</p>	<p>ITC-214-19990729-00490</p>
<p>opticAccess, LLC</p>	<p>Global or Limited Global Facilities-Based Service and Resale Service</p>	<p>ITC-214-20140922-00266</p>

<b>International Section 214 Authorization Holder</b>	<b>Type of Authorization</b>	<b>File No(s).</b>
World Communications, Inc.	Global or Limited Global Resale Service	ITC-214-20051011-00431

Licensee: Licensee holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20110125-00008. Licensee also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

(h) *(Answer to Questions 11 & 12)* The Licensee is and will remain a direct, wholly owned subsidiary of Spread Holdings, a Mississippi limited liability company located at the same address as Licensee. Spread Holdings is a holding company. The following entities will hold, directly or indirectly, a ten percent (10%) or greater interest<sup>3</sup> in Spread Holdings upon completion of the Transaction as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

Post-Transaction Ownership of Spread Holdings:

Upon completion of the Transaction, the following entity will directly, wholly own **Spread Holdings:**

Name: Zayo Group, LLC  
Address: 1805 29th Street, Suite 2050  
Boulder, CO 80301  
Citizenship: U.S. (Delaware)  
Principal Business: Telecommunications  
% Interest: 100% (directly)

The following entity directly, wholly owns **Zayo:**

Name: Zayo Group Holdings, Inc. (“Holdings”)  
Address: 1805 29th Street  
Boulder, CO 80301  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (directly in Zayo)

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<sup>3</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

The following entities and individuals currently hold a ten percent (10%) or greater, direct or indirect, interest in **Holdings**:

Name: GTCR Partners X/A&C LP  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 10.9% (indirectly in Holdings as the general partner of GTCR Fund X/A LP, GTCR Fund X/C LP and GTCR Investors (CII) LP, each of which holds a direct interest in Holdings but individually does not hold a 10% or greater interest in Holdings)

Name: GTCR Investment X LLC  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 11.0% (indirectly in Holdings as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR Co-Invest X LP, which holds less than a 0.1% direct interest in Holdings))

The following individuals are members of the board of managers of GTCR Investment X LLC, are all U.S. citizens, and can be reached through GTCR Investment X LLC:

Mark M. Anderson  
Craig A. Bondy  
Philip A. Canfield  
David A. Donnini  
Constantine S. Mihas  
Collin E. Roche  
Sean L. Cunningham  
Aaron D. Cohen

To Zayo's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Holdings through GTCR Partners X/A&C LP or GTCR Investment X LLC.

Holdings is a publicly traded company (NYSE: ZAYO) whose stock ownership varies on a daily basis. Based on information filed with the SEC with respect to Holdings and other information provided to Holdings, to the knowledge of Zayo's management, no other person or entity currently holds a 10% or greater direct or indirect interest in Zayo. Additional information

regarding Holdings’ ownership is available in Holdings’ most recent proxy statement available at: <https://www.sec.gov/Archives/edgar/data/1608249/000104746917006037/0001047469-17-006037-index.htm>.

Except for the foreign carrier subsidiaries listed in (i) below, which share certain officers and/or directors as Zayo, Zayo does not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is a non-dominant foreign carrier in Canada by virtue of its Reseller Registration and Basic International Telecommunication Services (“BITS”) License. Transferee is also currently affiliated within the meaning of Section 63.09(e) of the Commission’s Rules, 47 C.F.R. § 63.09(e), with the following foreign carriers (collectively, the “ZG Foreign Carriers”):

Country(ies)	Affiliate Name	Description of the Company
Canada (WTO Member)	Zayo Canada Inc. (“Zayo Canada”)  A Canadian entity	Zayo Canada is a direct, wholly owned subsidiary of Zayo.  Zayo Canada holds a BITS License and Registrations as a Competitive Local Exchange Carrier, Reseller, Reseller of High Speed Internet Service, and Reseller of Digital Subscriber Line Service in Canada.
Canada (WTO Member)	Allstream Business Inc. (“ABI”)  A Canadian entity	ABI is an indirect, wholly owned subsidiary of Zayo.  ABI holds a BITS License and a Registration as a Reseller.
Canada (WTO Member)	Electric Lightwave Communications Inc. (“ELCI”)  A British Columbia entity	ELCI is an indirect, wholly owned subsidiary of Zayo.  ELCI holds a BITS License and a Registration as a Non-Dominant Facilities-Based Carrier.

<b>Country(ies)</b>	<b>Affiliate Name</b>	<b>Description of the Company</b>
France, Germany, Netherlands United Kingdom (WTO Members)	Zayo Group EU Limited (“Zayo-EU”)  A UK entity	Zayo-EU is an indirect, wholly owned subsidiary of Zayo.  Zayo-EU provides primarily lit services between the United Kingdom and France, Germany and Netherlands.
Germany and United Kingdom (WTO Members)	Zayo Group UK Limited (“Zayo-UK”)  A UK entity	Zayo-UK is an indirect, wholly owned subsidiary of Zayo.  Zayo-UK provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Japan (WTO Member)	MFN Japan KK (“ABN-Japan”)  A Japanese entity.	ABN-Japan is a direct, wholly owned subsidiary of Zayo.  ABN-Japan formerly provided peering services but is essentially dormant at this time.
United Kingdom and Ireland (WTO Members)	Geo Networks Limited (“Geo Networks”)  A U.K. entity.	Geo Networks is an indirect, wholly owned subsidiary of Zayo.  Geo Networks provides dedicated fiber networks primarily used for data services and access to network facilities.
United Kingdom (WTO Member)	Geo Metro Limited (“Geo Metro”)  A U.K. entity.	Geo Metro is a direct, wholly owned subsidiary of Geo Networks.  Geo Metro provides dedicated fiber networks primarily used for data services and access to network facilities.
Ireland (WTO Member)	Emerald Bridge Fibres Limited (“Emerald Bridge”)  An Irish Entity.	Geo Networks, which is an indirectly, wholly owned subsidiary of Zayo, directly owns 50% of Emerald Bridge.  Emerald Bridge is registered as an Authorized Undertaking with the Commission for Communications Regulation in Ireland and provides a subsea cable service between Dublin, Ireland and Anglesea, Wales, UK.

<b>Country(ies)</b>	<b>Affiliate Name</b>	<b>Description of the Company</b>
United Kingdom (WTO Member)	FibreSpeed Limited ("FibreSpeed")  A U.K. entity.	FibreSpeed is a direct, wholly owned subsidiary of GEO.  FibreSpeed provides dedicated fiber networks primarily used for data services and access to network facilities.
France, United Kingdom, Spain, Germany, Austria, Switzerland, Netherlands, Luxembourg, Belgium (WTO Members)	Zayo France SAS (formerly known as Neo Telecoms SAS) ("Zayo-France")  A French entity.	Zayo-France is an indirect, wholly owned subsidiary of Zayo.  Zayo-France provides fiber networks primarily used for data services, IP transit, lit services, and cloud services.
France (WTO Member)	Neocenter Est SARL ("Neo-Est")  A French entity.	Zayo-France directly owns approximately 32.86% of Neo-Est. Neo telecom Group SAS, the direct parent company of Zayo-France, directly owns approximately 17.14% of Neo-Est. As the indirect parent of Zayo-France and Neo Telecom Group SAS, Zayo indirectly owns approximately 50% of Neo-Est.  Neo-Est provides lit services, colocation and related services.
France (WTO Member)	NeoClyde SAS ("NeoClyde")  A French entity.	Zayo-France, an indirect, wholly owned subsidiary of Zayo, directly owns 50% of NeoClyde.  NeoClyde provides lit services, colocation and related services.
Belgium (WTO Member)	Zayo Infrastructure Belgium NV ("ZI-Belgium")  A Belgium entity.	ZI-Belgium is an indirect, wholly owned subsidiary of Zayo.  ZI-Belgium provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities

Country(ies)	Affiliate Name	Description of the Company
Germany (WTO Member)	Zayo Infrastructure Deutschland GmbH ("ZI-Deutschland")  A German entity.	ZI-Deutschland is an indirect, wholly owned subsidiary of Zayo.  ZI-Deutschland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
France (WTO Member)	Zayo Infrastructure France SA ("ZI-France")  A French entity.	ZI-France is an indirect, wholly owned subsidiary of Zayo, with Allan Shaw and Sheldon Goldman each holding 1 share of the company. Zayo indirectly holds all the remaining shares in the company.  ZI-France provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Ireland (WTO Member)	Zayo Infrastructure Ireland Ltd. ("ZI-Ireland")  An Irish entity.	ZI-Ireland is an indirect, wholly owned subsidiary of Zayo.  ZI-Ireland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Netherlands (WTO Member)	Zayo Infrastructure Nederland B.V. ("ZI-Nederland")  A Dutch entity.	ZI-Nederland is an indirect, wholly owned subsidiary of Zayo.  ZI-Nederland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
Switzerland (WTO Member)	Zayo Infrastructure Switzerland AG ("ZI-Switzerland")  A Swiss entity.	ZI-Switzerland is an indirect, wholly owned subsidiary of Zayo.  ZI-Switzerland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.
United Kingdom (WTO Member)	Zayo Infrastructure (UK) Ltd. ("ZI-(UK)")  A U.K. entity.	ZI-(UK) is an indirect, wholly owned subsidiary of Zayo.  ZI-(UK) provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities.

Country(ies)	Affiliate Name	Description of the Company
Singapore (WTO Member)	Zayo Singapore Pte. Ltd. ("Zayo-Singapore")  A Singaporean entity.	Zayo-Singapore is a direct, wholly owned subsidiary of Zayo.  Zayo-Singapore provides lit services, colocation and related services and holds a Service Based Operator (Individual) license.
Hong Kong (WTO Member)	Zayo Group (HK) Limited ("Zayo-HK")  A Hong Kong entity.	Zayo-HK is an indirect, wholly owned subsidiary of Zayo.  Zayo-HK provides lit services, colocation and related services and holds a Service Based Operator (IVANS and Internet Access) license.
Australia (WTO Member)	Zayo Group Australia Pty. Ltd. ("Zayo-Au")  An Australian entity.	Zayo-Australia is a direct, wholly owned subsidiary of Zayo.  Zayo Australia provides lit services, colocation and related services.
Spain (WTO Member)	Zayo Infrastructure Spain, S.L. ("Zayo-Spain")  A Spanish entity.	Zayo-Spain was incorporated on November 8, 2017 and is an indirect, wholly owned subsidiary of Zayo.  Zayo-Spain is in the process of applying for registration as an Electronic Communications Network Provider and Electronic Communications Service Provide, and is expecting issuance of the license by March 31, 2018.

Similarly, Licensee will be affiliated with Zayo and the ZG Foreign Carriers upon completion of the Transaction. Currently, Licensee is not a foreign carrier or affiliated currently with any foreign carrier.

(j) **(Answer to Question 15)** Transferee certifies that, through its acquisition of control of Licensee, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic

telecommunications services in the United States. However, Transferee certifies that it is a non-dominant foreign carrier and also is affiliated with non-dominant foreign carriers as described in (i) above. Upon completion of the Transaction, Transferee and Licensee will be affiliated with multiple non-dominant foreign carriers, as described in (i) above, including the ZG Foreign Carriers.

**(k)** Transferee certifies that each country listed in (i) above is a Member of the World Trade Organization (“WTO”). None of Zayo, or the ZG Foreign Carriers is on the Commission’s List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

**(m)** Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(1,3), because it is a non-dominant foreign carrier and is affiliated with non-dominant foreign carriers only in countries that are Members of the WTO.

**(n)** Transferee and Licensee certify that they have not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**(o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

**(p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission’s Rules, 47 C.F.R. § 63.12(a)-(b). Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee qualifies

for a presumption of non-dominance under Section 63.10(a)(3) for the reasons detailed in response to paragraphs (k) and (m) above.

**V. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of Licensee to Zayo in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

**(a)(6)** A description of the proposed Transaction is set forth in **Section III** above.

**(a)(7) (i)** Licensee provides interstate telecommunications services in Illinois, New Jersey, New York, Ohio and Pennsylvania and intrastate telecommunications services (primarily wireless) in New Jersey. Licensee does not hold authorization to provide intrastate telecommunications services in any state. The following affiliates of Licensee are authorized to provide, but at most provide a *de minimis* amount of intrastate telecommunications services in the states indicated:

(a) Northeastern ITS, LLC is authorized to provide: (1) competitive local exchange and interexchange telecommunications services in New Jersey; (2) competitive telecommunications services (interexchange) in Ohio; and (3) competitive access provider services in Pennsylvania.

(b) Job 8, LLC is authorized to provide competitive local exchange and interexchange telecommunications in Illinois.

The following affiliates of Licensee hold millimeter wave licenses from the Commission: Midwest Industrial Communications Services, LLC (Call Sign WQOX949); and mmW Backhaul Solutions, LLC (Call Sign WQOD968).

(ii) Zayo is authorized to provide competitive local exchange, competitive access and/or interexchange in the District of Columbia and every state except Alaska and Hawaii. Zayo's primary telecommunications service offerings include high-capacity bandwidth services such as private line, Ethernet, wavelength and higher services.

The Zayo Subs provide telecommunications services as follows:

- Collectively, the Intregra-named Zayo Subs listed in Exhibit A provide competitive local exchange, interexchange, and international telecommunications services to business customers in Minnesota, North Dakota, Oregon, Utah and Washington.
- Scott-Rice Telephone Co. ("Scott-Rice") is an incumbent local exchange carrier in Minnesota serving the Prior Lake, New Market and Webster exchanges and also provides interexchange, international and telecommunications services to residential and business customers. Scott-Rice also provides cable services in certain communities of Scott County, Minnesota.
- Electric Lightwave, LLC provides business and carrier customers a suite of integrated telecommunications products and services (including competitive local exchange, interexchange data, Internet access and broadband transport services) primarily in metropolitan areas in Arizona, California, Idaho, Nevada, Oregon, Utah and Washington. Electric Lightwave, LLC is also authorized to provide intrastate interexchange services in Alabama, Arkansas, Colorado, Delaware, Florida, Georgia, Hawaii, Illinois (and competitive local exchange), Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota (local niche services only), Mississippi, Missouri, New Jersey, New Mexico, New York (also authorized to provide local exchange), North Carolina, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas (and competitive local exchange), Virginia, Wisconsin and Wyoming, where it primarily serves satellite location of customers whose primary service locations are located in a core market(s).

- Collectively, the Eschelon-named Zayo Subs listed in Exhibit A provide competitive local exchange and interexchange, to business customers in Arizona, California, Colorado, Minnesota, Montana, Nevada, Oregon, Utah, and Washington.
- Mountain Telecommunications of Arizona, Inc. provides competitive local exchange and interexchange telecommunications services in Arizona.
- Advanced TelCom, Inc. provides competitive local exchange and interexchange telecommunications services in California, Nevada, Oregon and Washington.
- One-Eighty Communications, Inc. provides competitive local exchange and interexchange telecommunications services in Montana
- opticAccess, LLC provides competitive local exchange and/or interexchange telecommunications services in California, Oregon and Washington.
- Oregon Telecom, Inc. provides competitive local exchange and interexchange telecommunications services in Oregon and is authorized to do so in Washington.
- Shared Communications Services, Inc. provides competitive local exchange and interexchange telecommunications services in Oregon and Washington and is authorized to provide such services in Nevada
- United Communications, Inc. provides competitive local exchange and interexchange telecommunications services in Oregon and Washington.
- X2 Telecom, LLC operates a festoon cable off the coast of California and provides dark fiber to Electric Lightwave Holdings, Inc. and its affiliates. It does not provide service directly to end user customers.
- World Communications, Inc. provides competitive local exchange and interexchange telecommunications services in California, Oregon and Washington.

(iii) Through GTCR Investment X, LLC, to its knowledge, Transferee is currently affiliated (as defined in the Act) with the following domestic telecommunications services providers: (1) Onvoy, LLC and its subsidiaries, which provide or are authorized to provide competitive local exchange and/or interexchange telecommunications services in every state and the District of Columbia and (2) GreatCall a wireless reseller whose subsidiary, Accessible Wireless, LLC, holds a cellular license (Call Sign KNKR334).

(iv) To Transferee's knowledge, Transferee is not affiliated with any other telecommunications carriers.

**(a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) because, immediately following the Transaction, (i) Transferee (and its Affiliates, as defined in the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), (ii) the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier (other than Scott-Rice)<sup>4</sup> that is not a party to the transaction; and (iii) Licensee (and its Affiliates) does not provide telecommunications services in Minnesota, where Zayo's subsidiary, Scott-Rice, is an incumbent local exchange carrier.<sup>5</sup>

**(a)(9)** Other than its Section 214 authorizations described in this Application, Licensee does not hold any other authorizations or licenses from the Commission. As stated above, the following subsidiaries of Licensee hold millimeter wave licenses from the Commission: Midwest Industrial Communications Services, LLC (Call Sign WQOX949); and mmW Backhaul Solu-

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<sup>4</sup> As stated above, Zayo is affiliated (as defined in the Act) with Onvoy, LLC through common ownership by investment funds ultimately controlled by GTCR Investment X LLC. As stated in the Second Supplement filed in WC Docket No. 16-401 on December 26, 2016, Onvoy, LLC (collectively with its subsidiaries, "Onvoy") provides (a) Operator Service, (b) Busy Line Verification Service, (c) Directory Assistance, and (d) Access Tandem Services to Scott-Rice. *See Domestic Section 214 Application Granted for the Transfer of Control of the Subsidiaries of Electric Lightwave Parent, Inc. to Zayo Group, LLC*, WC Docket No. 16-401, Second Supplement (dated Dec. 26, 2016) (explaining the potential overlap of Onvoy with Scott-Rice telephone in connection with Zayo's acquisition of Electric Lightwave Parent, Inc. and its subsidiaries, including Scott-Rice). The Onvoy trunks over which these services are delivered to Scott-Rice's end office switch from Onvoy's tandem switch are partially in Scott-Rice territory. *Id.* Onvoy is not a competitor to Scott-Rice for this trunking. *Id.*

<sup>5</sup> In addition, Scott-Rice Telephone Co. has fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide.

tions, LLC (Call Sign WQOD968). Separate applications will be filed to transfer indirect control of these subsidiaries of Licensee and their wireless licenses.

(a)(10) No party is requesting special consideration because it is facing imminent business failure. However, the parties to the Transaction are targeting completion of the corporate steps resulting in the transfer of indirect control approximately 60 days of signing the Agreement. Therefore, Applicants respectfully request expedited processing of the review and approval of this application in order to allow the parties to meet this schedule.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV, above.

## VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application to transfer indirect ownership and control of Licensee to Transferee.

Respectfully submitted,

/s/ Winafred Brantl

Joshua T. Guyan

Winafred Brantl

**Kelley Drye & Warren, LLP**

3050 K St., N.W., Suite 400

Washington, DC 20007

202-342-8566 (tel)

202-342-8451 (fax)

[jguyan@kelleydrye.com](mailto:jguyan@kelleydrye.com)

[wbrantl@kelleydrye.com](mailto:wbrantl@kelleydrye.com)

*Counsel for Transferor and Licensee*

/s/ Brett P. Ferenchak

Catherine Wang

Brett P. Ferenchak

**MORGAN, LEWIS & BOCKIUS LLP**

1111 Pennsylvania Avenue, N.W.

Washington, DC 20004

202-739-3000 (tel)

202-739-3001 (fax)

[catherine.wang@morganlewis.com](mailto:catherine.wang@morganlewis.com)

[brett.ferenchak@morganlewis.com](mailto:brett.ferenchak@morganlewis.com)

*Counsel for Zayo Group, LLC*

Dated: December 6, 2017

**EXHIBIT A**

**List of Zayo Subsidiaries**

<b>Licensee Name</b>	<b>Jurisdiction of Organization</b>	<b>FRN</b>
Advanced TelCom, Inc.	Delaware	0003726197
Electric Lightwave, LLC	Delaware	0015577745
Allstream Business US, Inc.	Oregon	0004257010
Eschelon Telecom, Inc.	Delaware	0010289114
Eschelon Telecom of Arizona, Inc.	Minnesota	0003768082
Eschelon Telecom of Colorado, Inc.	Minnesota	0003767852
Eschelon Telecom of Minnesota, Inc.	Minnesota	0003767985
Eschelon Telecom of Nevada, Inc.	Minnesota	0003768074
Eschelon Telecom of Oregon, Inc.	Minnesota	0006796809
Eschelon Telecom of Utah, Inc.	Minnesota	0003768116
Eschelon Telecom of Washington, Inc.	Minnesota	0003768041
Integra Telecom of Idaho, Inc.	Oregon	0005071188
Integra Telecom of Minnesota, Inc.	Minnesota	0005069760
Integra Telecom of North Dakota, Inc.	Oregon	0005071014
Integra Telecom of Oregon, Inc.	Oregon	0005069497
Integra Telecom of Utah, Inc.	Oregon	0005069570
Integra Telecom of Washington, Inc.	Oregon	0005069588
Mountain Telecommunications of Arizona, Inc.	Arizona	0004351391
OneEighty Communications, Inc.	Montana	0005075866
opticAccess, LLC	Nevada	0022842124
Oregon Telecom, Inc.	Oregon	0009194960
Scott-Rice Telephone Co.	Minnesota	0002648285
Shared Communications Services, Inc.	Oregon	0003753795
United Communications, Inc.	Oregon	0003740511
World Communications, Inc.	Washington	0004373973

## **EXHIBIT B**

### **Current Ownership of Spread Holdings**

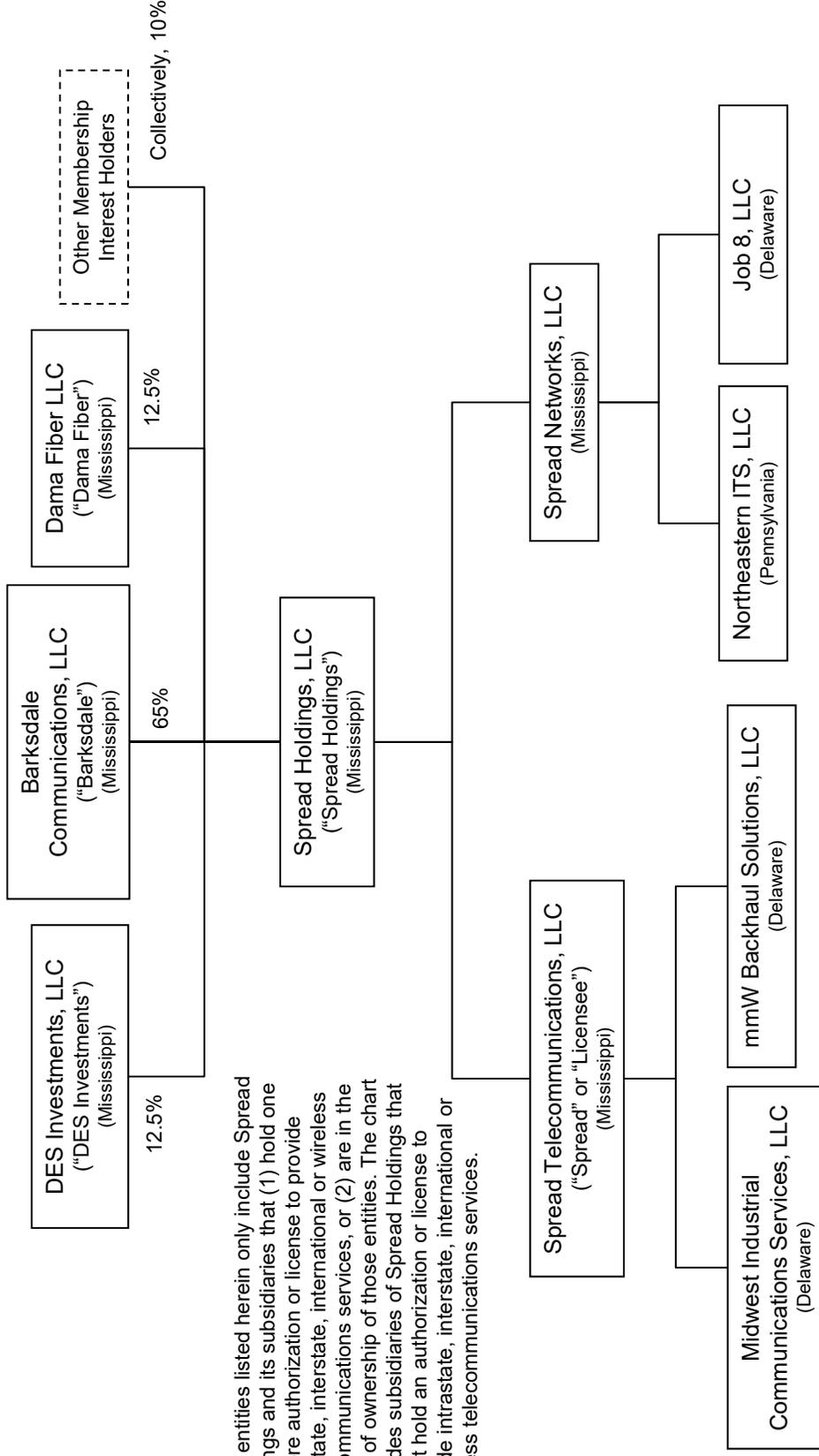
The following is a summary of the entities that currently own or control a ten percent (10%) or greater interest in Spread Holdings:

1. Barksdale Communications, LLC ("Barksdale Communications"). Barksdale Communications, a Mississippi limited liability company, holds 65 percent of the membership interests in Spread Holdings. James L. Barksdale, a U.S. citizen, holds over 75 percent of the membership interests in Barksdale Communications and controls over 81 percent of the voting rights. The principal business of Barksdale Communications is investment in Spread Holdings. Mr. Barksdale is Chairman and President of Barksdale Management Corporation, a private investment and management company. The address of Barksdale Communications and Mr. Barksdale is c/o Spread Telecommunications, LLC, 800 Woodlands Parkway, Suite 118, Ridgeland, MS 39157.
2. DES Investments, LLC ("DES Investments"). DES Investments, a Mississippi limited liability company, holds 12.5 percent of the membership interests in Spread Holdings. Daniel E. Spivey, a U.S. citizen, holds a controlling interest in DES Investments. The principal business of DES Investments is investment. The address of DES Investments and Mr. Spivey is c/o Spread Telecommunications, LLC, 800 Woodlands Parkway, Suite 118, Ridgeland, MS 39157.
3. Dama Fiber, LLC ("Dama Fiber"). Dama Fiber, a Mississippi limited liability company, holds 12.5 percent of the membership interests in Spread Holdings. J. Stacy Davidson, a U.S. citizen, holds a controlling interest in Dama Fiber. The principal business of Dama Fiber and Mr. Davidson is investment. The address of Dama Fiber and Mr. Davidson is c/o Spread Telecommunications, LLC, 800 Woodlands Parkway, Suite 118, Ridgeland, MS 39157.

**EXHIBIT C**

**Pre- and Post-Transaction Corporate Ownership Structure Charts**

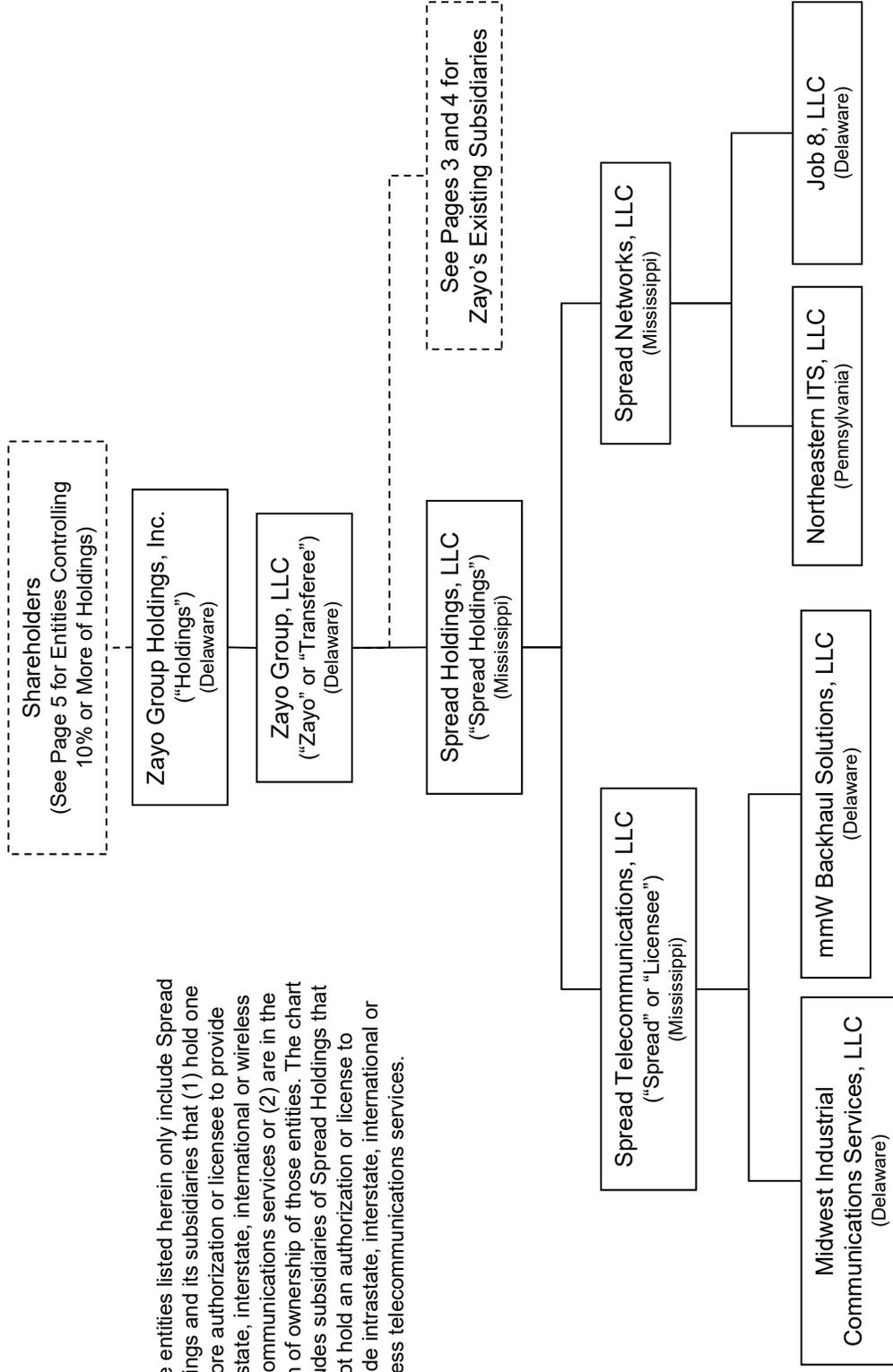
# Current Corporate Ownership Structure of Licensee\*



\* The entities listed herein only include Spread Holdings and its subsidiaries that (1) hold one or more authorization or license to provide intrastate, interstate, international or wireless telecommunications services, or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Spread Holdings that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.

Unless otherwise indicated all ownership percentages are 100%.

# Post-Transaction Corporate Ownership Structure of Licensee\*



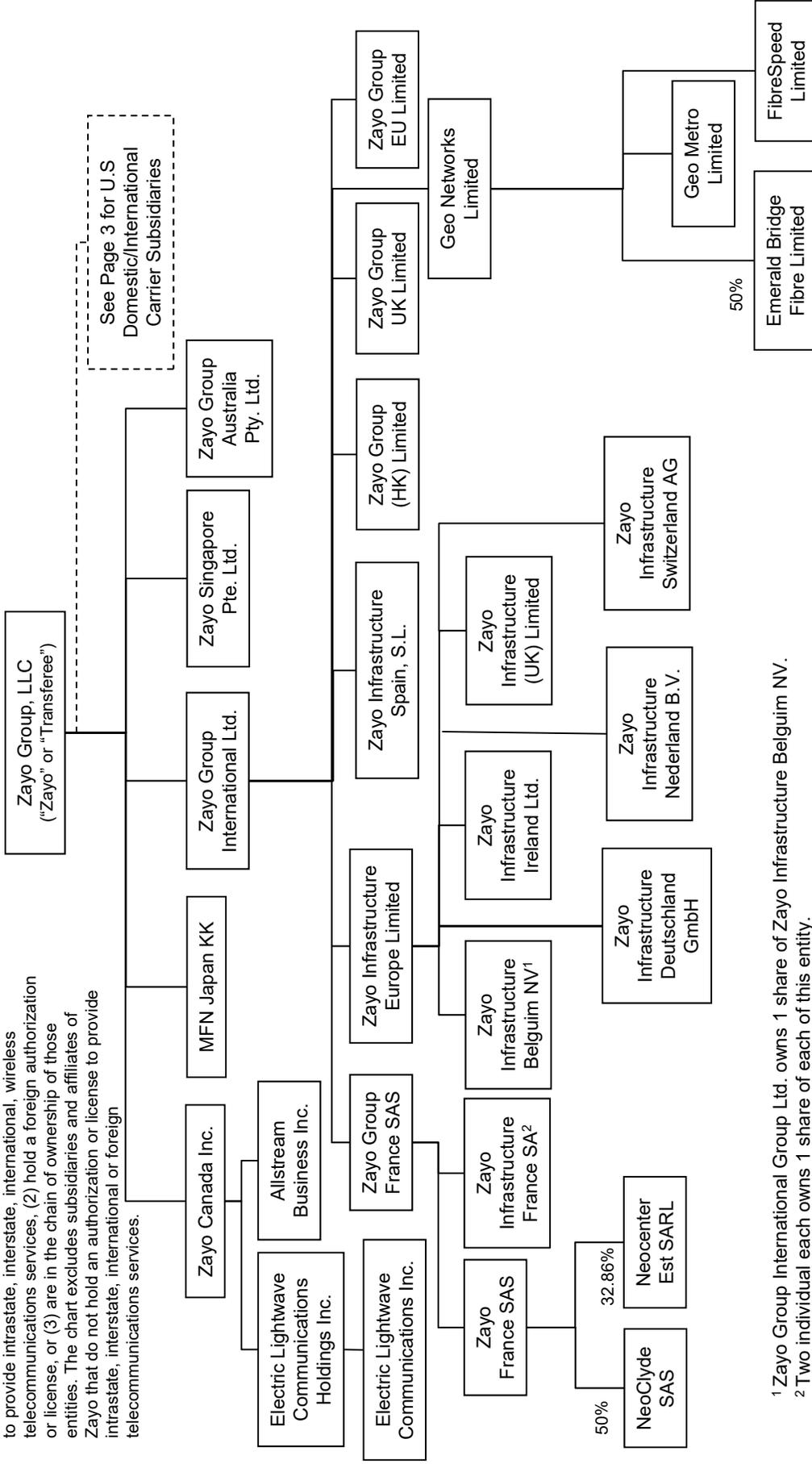
\* The entities listed herein only include Spread Holdings and its subsidiaries that (1) hold one or more authorization or license to provide intrastate, interstate, international or wireless telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Spread Holdings that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.

All ownership percentages are 100%.



# Post-Transaction Corporate Ownership Structure of Zayo\* (Foreign Carrier Subsidiaries)

\* The entities listed herein only include Zayo and its subsidiaries that (1) hold one or more authorization or license to provide intrastate, interstate, international, wireless telecommunications services, (2) hold a foreign authorization or license, or (3) are in the chain of ownership of those entities. The chart excludes subsidiaries and affiliates of Zayo that do not hold an authorization or license to provide intrastate, interstate, international or foreign telecommunications services.

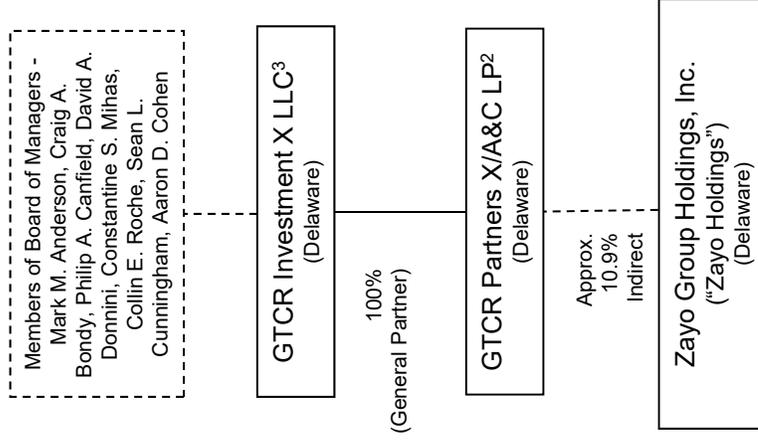


See Page 3 for U.S. Domestic/International Carrier Subsidiaries

<sup>1</sup> Zayo Group International Group Ltd. owns 1 share of Zayo Infrastructure Belgium NV.  
<sup>2</sup> Two individual each owns 1 share of this entity.

Unless otherwise indicated all ownership percentages are 100%.

## Entities Controlling 10% or More of Zayo Holdings



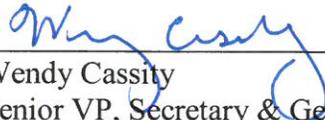
<sup>2</sup> GTCR Partners X/A&C LP indirectly controls approximately an 10.9% interest in Zayo Holdings as the general partner of GTCR Fund X/A LP, GTCR Fund X/C LP and GTCR Investors (CII) LP, each of which holds a direct interest in Zayo Holdings but individually does not hold a 10% or greater interest in Zayo Holdings.

<sup>3</sup> GTCR Investment X LLC indirectly controls approximately an 11.0% interest in Zayo Holdings as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR Co-Invest X LP, which holds less than a 0.1% direct interest in Zayo Holdings.

## VERIFICATION

I, Wendy Cassity, hereby declare that I am Senior Vice President, Secretary and General Counsel of Zayo Group, 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5 day of December, 2017.

  
\_\_\_\_\_  
Wendy Cassity  
Senior VP, Secretary & General Counsel  
Zayo Group, LLC

## VERIFICATION

I, Walter M. Denney, Jr., hereby declare that I am Manager of Barksdale Communications, 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5 day of December, 2017.



Name: Walter M Denny, Jr.

Title: Manager

Barksdale Communications, LLC

## VERIFICATION

I, Daniel E. Spivey, hereby declare that I am President and Chief Executive Officer of Spread Holdings, LLC; that I am authorized to make this Verification on behalf of Spread Holdings, LLC and its subsidiaries (collectively, 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 5th day of December, 2017.



Daniel E. Spivey  
President and Chief Executive Officer  
Spread Holdings, LLC