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FILED
February 23, 2024
Data Center
Missouri Public
Service Commission

February 22, 2024

Via Overnight Courier

Nancy Dippell, Secretary
Missouri Public Service Commission
200 Madison Street, PO Box 360
Jefferson City, MO 65102-0360


**Re: Application of Electric Lightwave, LLC for Approval to Surrender
its Certificate of Service Authority**

Dear Director Wilson:

Enclosed for filing is the Application of Electric Lightwave, LLC ("Electric Lightwave") for Approval to Surrender its Certificate of Service Authority in connection with the *pro forma* consolidation of Electric Lightwave into Zayo Group, LLC with Zayo Group, LLC remaining as the surviving entity.

Please date-stamp the copy of this filing and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact my colleague Brett Ferenchak at 202-373-6697.

Respectfully submitted,

DocuSigned by:

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Rebekah Raber (MO Bar # 65116)

Counsel for Zayo Group, LLC
(the successor-in-interest to Electric Lightwave, LLC)

Morgan, Lewis & Bockius LLP

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New York, NY 10178-0060
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**BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION**

Application of)	
)	
ELECTRIC LIGHTWAVE, LLC)	Case No. _____
)	
for Approval to Surrender Its)	
Certificate of Service Authority)	

APPLICATION

This Application requests, pursuant to 4 CSR 240-2.060 and § 392.410(5) RSMo, that the Commission approve the surrender of the Certificate of Service Authority ("Certificate") of Electric Lightwave, LLC ("Electric Lightwave"). This Application is filed by the successor-in-interest of Electric Lightwave, Zayo Group, LLC ("Zayo Group" and together with Electric Lightwave, the "Company"), because following a *Pro Forma Consolidation* (as defined below) Electric Lightwave no longer exists as a separate entity. This Application also requests that the Commission, to the extent necessary, cancel Electric Lightwave's Missouri tariff(s) currently on file with the Commission.

In support of this Application, the Company states the following:

1. Zayo Group is, and Electric Lightwave was, a Delaware limited liability company. Prior to the *Pro Forma Consolidation*, Electric Lightwave was 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 the Parties, the "Company"), a Delaware corporation. Zayo Group and Holdings have a principal office located at 1821 30th Street, Unit A, Boulder, Colorado 80301. Electric Lightwave had a principal office located at 18110 SE 34th Street; Building One, Suite 100, Vancouver, Washington 98683.

2. In Missouri, Electric Lightwave holds a Certificate granted by the Commission in Case No. TA-97-246 effective January 29, 1997 to provide interexchange telecommunications services. Electric Lightwave's certificate of authority to do business from the Missouri secretary of state were provided in Case No. TA-97-246. Pursuant to 4 CSR 240-2.060(G), the Company requests that the certificate of authority to do business be incorporated by reference herein.

3. To simplify the Company's corporate structure, on December 31, 2023, Zayo Group completed certain *pro forma* intra-company transactions, including the *pro forma* consolidation of Electric Lightwave into Zayo Group (the "*Pro Forma Consolidation*"). The *Pro Forma Consolidation* resulted from the merger of Electric Lightwave with and into Zayo Group, whereupon the separate existence of Electric Lightwave ceased and Zayo Group was the surviving entity. Exhibit A contains diagrams of the *Pro Forma Consolidation* and the corporate ownership structure of the Parties before and after the *Pro Forma Consolidation*. Since Electric Lightwave no longer exists as a separate entity, Electric Lightwave no longer requires its Certificate.

3. Following the *Pro Forma Consolidation*, Zayo Group provides telecommunications services to Electric Lightwave's customers pursuant to Zayo Group's Certificate¹ and under the same rates, terms and conditions as the services previously provided pursuant to individually negotiated contracts with Electric Lightwave. Electric Lightwave's customers were notified of the *Pro Forma Consolidation*.

4. Electric Lightwave does not have any pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve

¹ Zayo Group is authorized to provide basic, non-switched local exchange and interexchange telecommunications services pursuant to the Commission's Order issued in Case No. LA-2011-0259 effective April 26, 2011.

customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of the application. Electric Lightwave does not, to the best of the Company's knowledge, have any overdue annual reports or assessment fees.

6. The Company submits that the surrender of Electric Lightwave's Certificate is reasonable, necessary and not disruptive to the present or future public interest, convenience and necessity of the State of Missouri. In addition, to the extent that Electric Lightwave had any outstanding obligations, including deposits, to any Missouri customers, Zayo Group is responsible for such obligations as a result of the *Pro Forma Consolidation*.

7. Because Electric Lightwave does not exist as a separate corporate entity or serve any customers or have any active operations in Missouri, the Company respectfully submits that the surrender and cancellation of Electric Lightwave's Certificate and withdrawal of its tariff(s), effective January 1, 2024, are reasonable and necessary.

8. Questions regarding this Application should be directed to:

Rebekah Raber (MO Bar # 65116)
Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, NY 10178-0060
Tel: 212-309-6771
rebekah.raber@morganlewis.com

and

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
brett.ferenchak@morganlewis.com

9. The contact for any outstanding regulatory obligations of Electric Lightwave is:

Donna Heaston
Senior Corporate Counsel
Zayo Group
2800 Campus Drive, Suite 140
Plymouth, MN 55441
donna.heaston@zayo.com

WHEREFORE, the Company respectfully requests that the Commission grant this Application and issue an Order canceling Electric Lightwave, LLC's Certificate of Service Authority and tariff(s), effective January 1, 2024, and grant all such other relief as is necessary and appropriate to effectuate the relief herein requested.

Respectfully submitted,

DocuSigned by:

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Morgan, Lewis & Bockius LLP
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New York, NY 10178-0060
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Counsel for Zayo Group, LLC (successor-in-interest to Electric Lightwave, LLC)

Dated: February 22, 2024

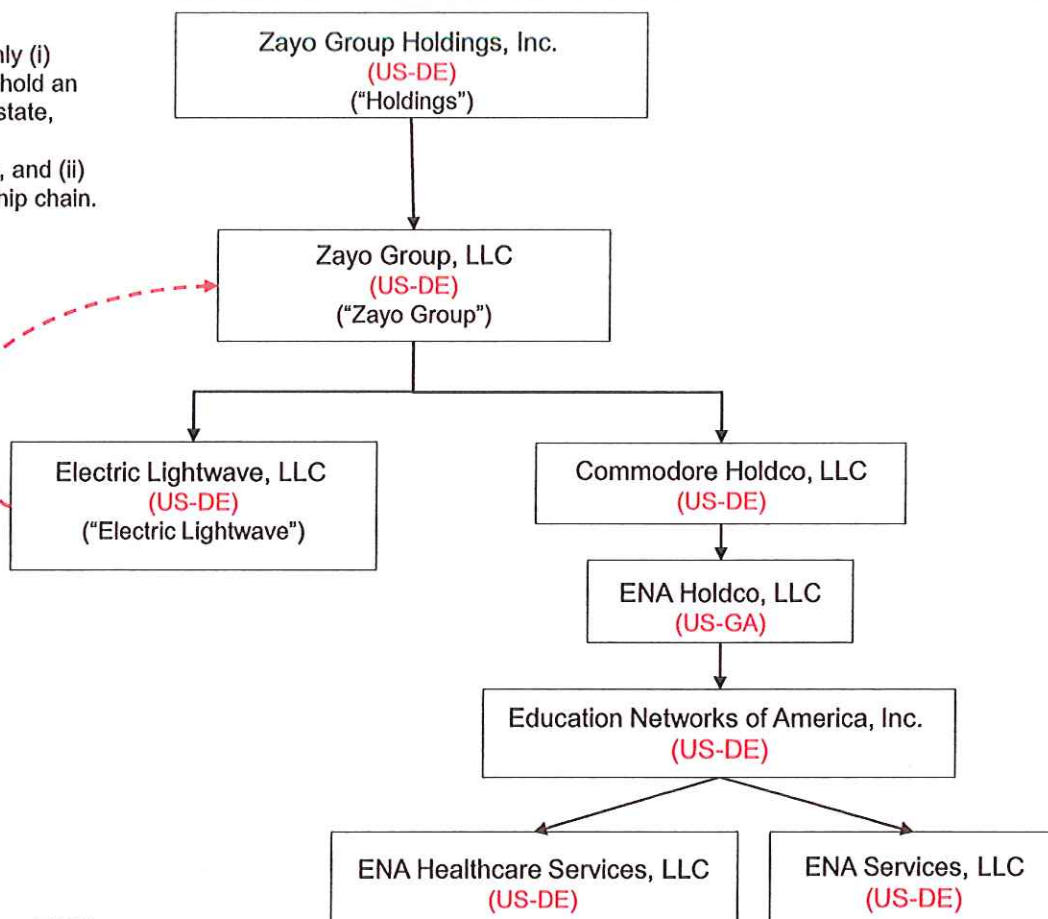
EXHIBIT A

Diagrams of the *Pro Forma Consolidation* and Corporate Ownership Structure

PRE-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.

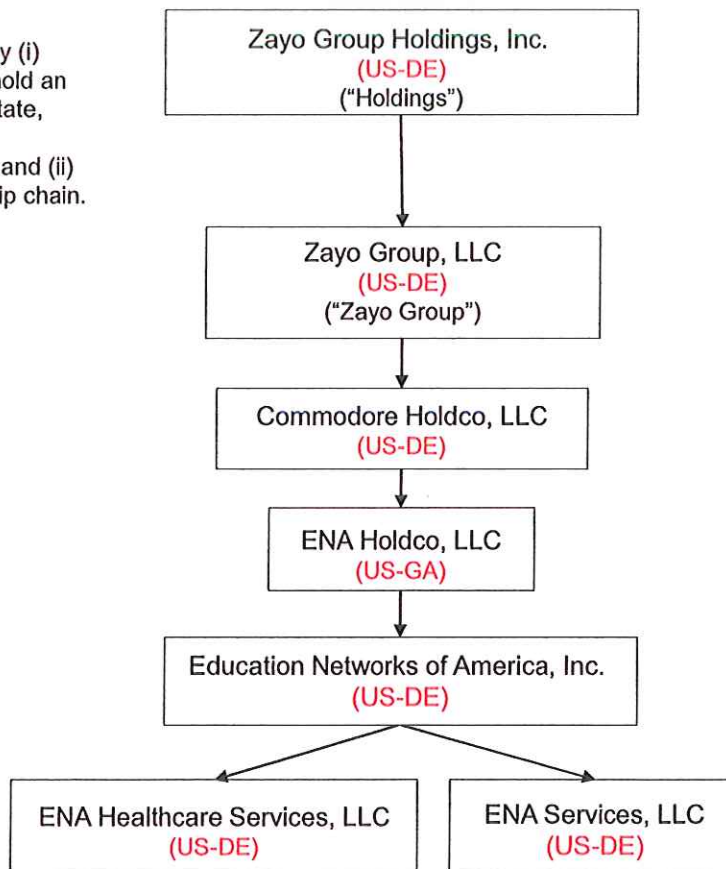
Electric Lightwave merged with and into Zayo Group, with Zayo Group surviving the merger.



**All ownership percentages are 100%.

CURRENT 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%.

VERIFICATION

I, Lauren Lantero, state that I am SVP, General Counsel of Zayo Group, LLC; that Zayo Group, LLC is the successor in interest to Electric Lightwave, 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 thereof and the certifications contained therein regarding the Company and its affiliates, 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 31st day of January, 2024.


Lauren Lantero
SVP, General Counsel
Zayo Group, LLC

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered, transmitted by email or mailed, First Class, postage prepaid this 22nd day of February 2024, to:

Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

/s/ M. Renee Britt

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MARIETTA BRITT
MORGAN, LEWIS & BOCKIUS LLP
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WASHINGTON, DC 20004
UNITED STATES US

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MISSOURI PUBLIC SERVICE COMMISSION
200 MADISON ST

JEFFERSON CITY MO 65101

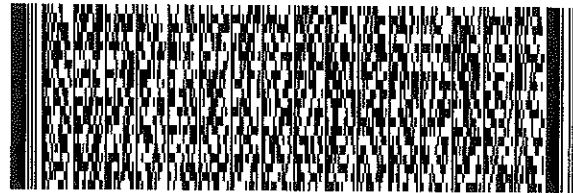
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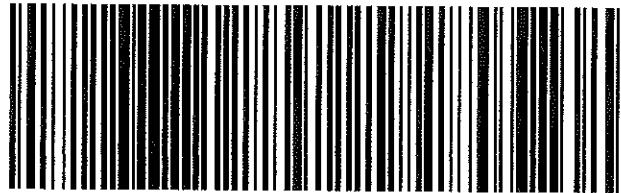
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