

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

Application of	)	
	)	
	)	
Zayo Network Services, LLC	)	
	)	Docket No. _____
for a Certificate of Authority	)	
to Provide Resold and Facilities-Based	)	
Local Exchange Telecommunications	)	
Services in the State of South Dakota	)	
	)	

APPLICATION OF ZAYO NETWORK SERVICES, LLC

Zayo Network Services, LLC (“Applicant”), by its undersigned counsel and pursuant to Section 20:10:32:03 of the South Dakota Administrative Rules, hereby applies for a Certificate of Authority to provide resold and facilities-based local exchange telecommunications services in the State of South Dakota. At this time, Applicant only seeks a Certificate to provide facilities-based and resold local exchange telecommunications services that do not require an interconnection agreement in the State of South Dakota. Therefore, Applicant does not currently seek to provide switched access services.

This Application is filed in connection with certain restructuring and financing arrangements in which Applicant’s parent, Zayo Group, LLC (“Zayo Group”) is expected to assign to Applicant certain assets including communications optical fiber, customer contracts, rights in third party fibers, and associated telecommunications equipment used to provision services or facilities to the affected customers (the “*Pro Forma Asset Transfer*”). A separate filing will be made to the Commission regarding the *Pro Forma Asset Transfer*.

Applicant submits the following information in support of its request:

- (1) **The applicant's name, address, telephone number, facsimile number, web page URL, and E-mail address;**

Applicant's legal name is Zayo Network Services, LLC.

1401 Wynkoop Street, Suite 500
 Denver, Colorado 80202
 Tel: 303-381-3239
 Website: www.zayo.com
www.zayo.com/contact

- (2) **A description of the legal and organizational structure of the applicant's company;**

Applicant is a Delaware limited liability company formed on April 18, 2024. A copy of Applicant's formation documents is attached hereto as **Exhibit A**. Applicant is a wholly owned, indirect subsidiary of Zayo Group, which is a wholly owned, direct subsidiary of Zayo Group Holdings, Inc. ("Holdings" and together with its subsidiaries including Applicant, "Zayo"). Charts depicting Applicant's ownership structure is attached hereto as **Exhibit B**.

Zayo 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 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. In South Dakota, Zayo Group is authorized to provide competitive local exchange telecommunications services, originally granted in Docket No. TC06-063 on September 11, 2006, and interexchange telecommunications services, originally granted in Docket No. TC00-079 on August 25, 2000.¹ Under the Zayo brand, Zayo Group's primary telecommunications service offerings include high-

¹ The Certificates were originally granted to 360networks (USA) Inc. ("360networks") (formerly known as Worldwide Fiber Networks, Inc.). Subsequently, in Docket No. TC12-191 on March 1, 2013, the Commission approved the transfer of 360networks' Certificates to Zayo Group.

capacity bandwidth services such as private line, Ethernet, and wavelength services. Under the Allstream brand, Zayo Group provides voice services, including TDM-based local exchange and interexchange voice services and VoIP services.

(3) The name under which applicant will provide local exchange services if different than in subdivision (1) of this section;

Applicant will provide service in South Dakota under its legal name identified in subdivision (1) of this section, Zayo Network Services, LLC.

(4) The location of the applicant's principal office, if any, in this state and the name and address of its current registered agent, if applicable;

Applicant does not maintain an office or personnel within the State of South Dakota. Responsibility for South Dakota operations will be handled by Applicant's management team primarily located at its Denver, Colorado location. Applicant's registered agent in South Dakota is:

Corporation Service Company
503 South Pierre Street
Pierre, South Dakota 57501

(5) A copy of the applicant's certificate of authority to transact business in South Dakota from the Secretary of State;

A copy of Applicant's Certificate of Authority to transact business as a foreign limited liability company in South Dakota is attached as **Exhibit C**.

(6) A description of the applicant's experience providing any telecommunications services in South Dakota or in other jurisdictions, including the types of services provided, and the dates and nature of state or federal authorization to provide the services;

Applicant is currently authorized or registered to provide telecommunications services in the following jurisdictions: Colorado, Connecticut, Delaware, District of Columbia, Iowa, Illinois, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia, and Wisconsin. Applicant also currently has pending, or plans to file, applications to provide

telecommunications services in the following states in addition to South Dakota: Alabama, Arkansas, Arizona, California, Florida, Georgia, Hawaii, Idaho, Kansas, Louisiana, Mississippi, Montana, Nebraska, Nevada, New Mexico, North Carolina, North Dakota, Oklahoma, Oregon, South Carolina, Tennessee, Texas, Utah, Washington, and Wyoming. Applicant is also authorized by the Federal Communications Commission (FCC) to provide domestic (interstate) telecommunications services in addition to certain point-to-point wireless services.

As noted above, Applicant's indirect parent Zayo Group is authorized to provide interstate telecommunications services in the District of Columbia and all U.S. states except Alaska. Zayo Group is also authorized by the FCC to provide domestic (interstate) and international telecommunications services in addition to certain point-to-point wireless services.

Additionally, Applicant's affiliate Zayo Midwest, LLC is authorized or registered to provide telecommunications services in Illinois, Indiana, Michigan, Minnesota, and Wisconsin. Applicant also is affiliated with ENA Healthcare Services, LLC, Zayo Education, Inc. (formerly known as Education Networks of America, Inc.), and Zayo Education, LLC (formerly known as ENA Services, LLC), which together provide communications services in Arizona, Arkansas, California, Colorado, Florida, Georgia, Indiana, Kansas, Minnesota, Missouri, New Mexico, Oklahoma, Oregon, South Dakota,² Tennessee, Texas, Utah, Washington and West Virginia.³ ENA Healthcare Services, LLC and Zayo Education, LLC are also authorized by the FCC to provide domestic (interstate) telecommunications services.

Neither Applicant nor its affiliates has had any certification or authorization denied, suspended, terminated, or revoked by any state.

² In South Dakota, Zayo Education, Inc. is authorized to provide competitive local exchange (VoIP) and interexchange telecommunications services, originally granted in Docket No. TC18-024 on August 18, 2018.

³ Zayo Midwest, LLC, ENA Healthcare Services, LLC, Zayo Education, Inc., and Zayo Education, LLC are subsidiaries of Zayo Group.

(7) Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any;

As noted above, Applicant is a wholly owned, indirect subsidiary of Zayo Group, which is a wholly owned, direct subsidiary of Holdings. Applicant, Zayo Group, and Holdings have a principal office located at 1401 Wynkoop Street, Suite 500, Denver, Colorado, 80202. Applicant does not currently have any subsidiaries.

(8) A list and specific description of the types of services the applicant seeks to offer and how the services will be provided including:

(a) Information indicating the classes of customers the applicant intends to serve;

Applicant will provide services to enterprise customers and to other communications providers on a wholesale basis and does not intend to directly serve residential customers.

(b) Information indicating the extent to and time-frame by which applicant will provide service through the use of its own facilities, the purchase of unbundled network elements, or resale;

Applicant intends to provide telecommunications services primarily using its own fiber-based facilities, which will be assigned to Applicant from Zayo Group as part of the *Pro Forma Asset Transfer*. Applicant may also lease facilities from other providers and therefore requests authority to provide both resold and facilities-based services. Applicant plans to begin providing telecommunications services in South Dakota after it has obtained the requisite Certificate of Authority and upon completion of the *Pro Forma Asset Transfer*.

(c) A description of all facilities that the applicant will utilize to furnish the proposed local exchange services, including any facilities of underlying carriers; and

Applicant plans to use fiber optic cable along with other equipment and facilities to originate, terminate, and amplify signals. As noted above, Applicant does not currently own or lease facilities in South Dakota but rather will use the communications optical fiber and associated telecommunications equipment assigned to Applicant by Zayo Group or leased from an affiliate

or another provider. Though Applicant currently has no plans to construct additional facilities, Applicant seeks the authority to do so should future market conditions warrant.

(d) Information identifying the types of services it seeks authority to provide by reference to the general nature of the service;

Applicant seeks authority to provide resold and facilities-based local exchange telecommunications services in the State of South Dakota, primarily to provide point-to-point telecommunications services such as Ethernet and other similar high-bandwidth circuits, for high-speed data transport.

Although Applicant seeks authority to provide resold and facilities-based local exchange telecommunications services, Applicant will not provide traditional switched local exchange, voice or switched access services. In the event that Applicant decides to expand its services to include voice services as dictated by marketplace conditions, Applicant will seek such authority at that time.

(9) A service area map or narrative description indicating with particularity the geographic area proposed to be served by the applicant;

Applicant will provide only non-switched services and will not provide traditional switched local exchange service. Applicant proposes to provide local services only in non-rural telephone company service areas in the State of South Dakota.

(10) Information regarding the technical competence of the applicant to provide its proposed local exchange services including:

(a) A description of the education and experience of the applicant's management personnel who will oversee the proposed local exchange services; and

Applicant has the managerial and technical qualifications necessary to provide the proposed services in South Dakota. Applicant is managed by a highly skilled team with substantial expertise and experience in the communications industry, including extensive telecommunications business, technical, and managerial expertise. Descriptions of the qualifications and backgrounds of the key personnel responsible for Applicant's operations are attached hereto as **Exhibit D**. These

biographies reflect management's substantial communications industry experience and expertise and demonstrate that the Applicant possesses significant managerial and technical expertise operating a variety of communications services across multiple jurisdictions. Thus, Applicant possesses the managerial and technical qualifications necessary to operate as a competitive local exchange and interexchange telecommunications company in the State of South Dakota, consistent with the Commission's requirements.

The managing member and officers of Applicant, all of whom may be reached at Applicant's principal place of business provided above, are as follows:

Managing Member:

Zayo Issuer, LLC

Officers:

Steve Smith, Chief Executive Officer

Jeff Noto, Chief Financial Officer & Treasurer

Lauren Lantero, Chief Legal Officer & Secretary

Robert Merkel, Assistant Treasurer

Gabriela Torresani, Assistant Secretary

None of Applicant, its managing member, or its any of its officers have been or are currently the subject of any civil or criminal proceedings pending before any state or federal regulatory commission, administrative agency, or law enforcement agency that could adversely affect Applicant's ability to provide telecommunications services in South Dakota.

- (b) Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant's ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any commission quality of service requirements;**

Customers can contact Applicant's customer service department via email form at www.zayo.com/contact or Applicant's toll-free phone number at 866-364-6033. Customer support will be available twenty-four (24) hours per day, seven (7) days per week to ensure the prompt handling of customer inquiries and complaints. Applicants will provide customers with high quality telecommunications services. Applicant will work with each customer to customize

services for their specific needs, and each customer will have their own service agreement, which will also lend to the specificity of their unique business.

Applicant will perform network and equipment maintenance necessary to ensure compliance with any quality-of-service requirements. Applicant will comply with all applicable Commission rules, regulations and standards, and will provide safe, reliable and high-quality telecommunications services in South Dakota.

Applicant's primary point of contact for customer service is:

Donna Heaston
Senior Corporate Counsel
c/o Zayo Group, LLC
1401 Wynkoop Street, Suite 500
Denver, CO 80202
Tel: 763-745-8466
donna.heaston@zayo.com

- (11) Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services;**

Applicant does not currently intend to provide traditional switched local exchange services or dial tone services in South Dakota. Therefore, Applicant will not have any interaction with emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services.

- (12) For the most recent 12-month period, financial statements of the applicant consisting of balance sheets, income statements, and cash flow statements. The applicant shall provide audited financial statements, if available;**

Applicant has sufficient financial resources to initiate and maintain the services and related operations in South Dakota proposed in this Application. To demonstrate Applicant's financial qualifications to operate in South Dakota, Applicant provides the most recent consolidated financial statements of its parent company, Holdings, *under seal* as **Confidential Exhibit E**. As shown in these documents, Applicant (through its indirect parent, Holdings) has sufficient capital resources and is financially qualified to operate within South Dakota. Applicant is submitting

Confidential Exhibit E, along with its request for confidential treatment in accordance with South Dakota Administrative Rules § 20:10:01:41, to the Commission under separate cover.

(13) Information detailing the following matters associated with interconnection to provide proposed local exchange services:

Applicant's proposed service offerings do not currently require interconnection with incumbent LECs.

(a) The identity of all local exchange carriers with which the applicant plans to interconnect;

Not applicable. See Response to Question 13 above.

(b) The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start; and

Not applicable. See Response to Question 13 above.

(c) A copy of any request for interconnection made by the applicant to any local exchange carrier;

Not applicable. See Response to Question 13 above.

(14) A description of how the applicant intends to market its local exchange services, its target market, whether the applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in sale of the services;

As previously noted, Applicant intends to provide services to enterprise customers and to other communications providers on a wholesale basis and does not intend to directly serve residential customers. Furthermore, Applicant does not currently intend to provide traditional switched local exchange services. For the services that it does provide, Applicant intends to solicit customers for its telecommunications services from its existing customer base and through business-to-business marketing. Applicant also markets its services via its website at www.zayo.com. Applicant does not engage in multilevel marketing.

- (15) If the applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to § 20:10:32:15 and applicant's plans for meeting the service obligations;**

Not applicable. Applicant will provide only non-switched services and will not provide traditional switched local exchange service. Applicant also does not intend to provide service to residential customers in the service area of any rural telephone company, nor will Applicant's services in South Dakota's rural service areas require it to request interconnection services from rural telephone companies. Applicant also does not seek status as an Eligible Telecommunications Carrier as described in § 20:10:32:15 of the S.D. Admin. Rules.

Applicant is willing to be subject to the same rural safeguards on which the Commission has conditioned Certificates of Authority granted to other competitive telecommunications providers. In the future, if Applicant chooses to provide telephone exchange services or switched access services within any area served by a rural telephone company, Applicant will seek permission from the Commission in another proceeding before providing local service in that rural service area pursuant to 47 U.S.C. § 253(f). Applicant does not seek to affect the exemptions, suspensions, and modifications for rural telephone companies found in 47 U.S.C. § 251(f).

- (16) A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable;**

As noted above, Applicant is currently authorized or registered to provide telecommunications services in the following jurisdictions: Colorado, Connecticut, Delaware, District of Columbia, Iowa, Illinois, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia, and Wisconsin. Applicant also currently has pending, or plans to file, applications to provide telecommunications services in the following states in addition to

South Dakota: Alabama, Arkansas, Arizona, California, Florida, Georgia, Hawaii, Idaho, Kansas, Louisiana, Mississippi, Montana, Nebraska, Nevada, New Mexico, North Carolina, North Dakota, Oklahoma, Oregon, South Carolina, Tennessee, Texas, Utah, Washington, and Wyoming.

Applicant has not had any certification or registration denied, suspended, terminated, or revoked by any state.

(17) The names, addresses, telephone numbers, E-mail addresses, and facsimile numbers of the applicant's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters;

Correspondence concerning this Application should be directed to Applicant's counsel:

Catherine Wang
Patricia Cave
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
Tel: 202-739-3000
Fax: 202-739-3001
catherine.wang@morganlewis.com
patricia.cave@morganlewis.com

with a copy to:

Lauren Lantero
1401 Wynkoop Street, Suite 500
Denver, CO 80202
Tel: 303-381-3239
lauren.lantero@zayo.com

Following grant of this Application, the Commission should direct all correspondence regarding regulatory matters to:

Lauren Lantero
1401 Wynkoop Street, Suite 500
Denver, CO 80202
Tel: 303-381-3239
lauren.lantero@zayo.com

Applicant's primary point of contact for customer service is:

Donna Heaston
Senior Corporate Counsel
c/o Zayo Group, LLC

1401 Wynkoop Street, Suite 500
Denver, CO 80202
Tel: 763-745-8466
donna.heaston@zayo.com

- (18) Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services;**

Applicant will bill its customers directly for the proposed telecommunications services, typically on a monthly basis. Applicant's name shall appear on customer's monthly bills and invoices. Bills will be presented in paper or electronic format as agreed to with each customer, and will identify individual state and federal taxes, surcharges, and fees, as appropriate. All applicable taxes and surcharges will be collected and remitted to the proper authorities.

- (19) Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of local service customers by the applicant, its employees, or agents;**

Applicant intends to solicit customers for its telecommunications services from its existing customer base and through business-to-business marketing. Applicant also markets its services via its website at www.zayo.com. Applicant does not intend to provide switched voice services, and therefore, anti-slamming measures are not applicable to Applicant.

- (20) The number and nature of complaints filed against the applicant with any state or federal regulatory commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered;**

Applicant has not been the subject of complaints for the unauthorized switching of a customer's telecommunications provider, nor for charging customers for services that were not ordered.

- (21) Information concerning how the applicant will make available to any person information concerning the applicant's current rates, terms, and conditions for all of its telecommunications services;**

Applicant will offer its service on a non-discriminatory basis and at competitive rates through individual case basis contracts, as may be necessary or appropriate. General information

regarding Applicant's services, including terms, conditions, rates and charges, are also available on Applicant's website at www.zayo.com.

(22) Information concerning how the applicant will notify a customer of any materially adverse change to any rate, term, or condition of any telecommunications service being provided to the customer. The notification must be made at least thirty days in advance of the change;

Applicant will provide notice to its affected customers of any materially adverse change to any rate, term or condition of any telecommunications service consistent with the terms of their contracts with Applicant and in accordance with applicable law, at least thirty (30) days prior to the effective date of the change.

(23) A written request for waiver of those rules believed to be inapplicable;

As Applicant will not be providing traditional switched local exchange and voice services, Applicant respectfully requests a waiver of S.D. Admin. Rule 20:10:32:10, which requires that South Dakota local exchange carriers make the following services available to their customers (1) access to the public switched telephone network; (2) access to emergency services such as 911 or enhanced 911; (3) access to a local directory and directory assistance; (4) access to operator services; (5) telecommunications relay service capability or access necessary to comply with state and federal regulations; (6) non-published service upon written request or verbal request of the customer; and (7) access to interexchange services.

(24) Federal tax identification number and South Dakota sales tax number; and

Applicant's Federal Taxpayer Identification Number is 99-2891539. Applicant is currently in the process of obtaining a South Dakota sales tax number and will provide it to the Commission upon receipt.

- (25) **Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the local exchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.**

Applicant asserts that grant of this Application will serve the public interest. As demonstrated in this Application, Applicant is financially, managerially, and technically qualified and meets the requirements to provide telecommunications services. Applicant will operate its networks and offer services designed to meet the needs of its customers in an efficient and cost-effective manner. Applicant will own a competitive telecommunications infrastructure in the State, thereby driving prices closer to cost and ensuring just and reasonable rates in addition to promoting efficiency in the delivery of services and in the development of new services. Applicant will provide customers high quality, competitively priced telecommunications services. Further, grant of this Application for authorization to provide telecommunications services will facilitate the restructuring and financing arrangements that will support the network, operations and customers that will be assigned to Applicant. In sum, granting this Application is in the public interest because it will enhance competition and expand customer choice. In addition, permitting Applicant to enter the market will result in technological and diverse telecommunications infrastructure, increased service quality, and competitively priced services.

For the reasons stated above, Applicant respectfully submits that the public interest, convenience, and necessity would be furthered by grant of this Application for a Certificate of Authority to provide resold and facilities-based local exchange telecommunications services. Accordingly, Applicant requests that the Commission expeditiously grant this Application.

Respectfully submitted,

By: /s/ Patricia Cave
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Washington, D.C. 20004
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Counsel for Zayo Network Services, LLC

Dated: July 24, 2025