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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

GARY PIERCE - CHAIRMAN
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS

IN THE MATTER OF THE APPLICATION)	DOCKET NO. T-20783A-12-0463
OF ZAYO GROUP, LLC, 360NETWORKS)	T-03777A-12-0463
(USA) INC., ABOVE NET)	T-03774A-12-0463
COMMUNICATIONS, INC. AND ONVOY,)	T-20842A-12-0463
INC. FOR AN ORDER AUTHORIZING)	
CERTAIN <i>PRO FORMA</i> INTRA-)	SUPPLEMENT TO
CORPORATE TRANSACTIONS)	APPLICATION

In the Application, Applicants noted that, as part of the Onvoy *Pro Forma* Transaction, certain wholesale voice services and assets, currently owned by 360networks, will move to Onvoy. Following discussions with Commission Staff, Applicants confirm through this Supplement that the Onvoy *Pro Forma* Transaction will be accomplished either through a transfer directly from 360networks to Onvoy or a transfer from 360networks to Zayo as part of the Zayo *Pro Forma* Transactions with a later transfer from Zayo to Onvoy (following Onvoy's receipt of its Certificate from the Commission).

Respectfully submitted this 30th day of November, 2012.

Arizona Corporation Commission

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LEWIS AND ROCA LLP

By [Signature]

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Counsel for Applicants

1 Original and 13 copies of the foregoing
2 filed this 30th day of November, 2012 with:

3 Docket Control
4 Arizona Corporation Commission
5 1200 West Washington Street
6 Phoenix, Arizona 85007

7 Copy of the foregoing hand-delivered
8 this 30th day of November, 2012 to:

9 Lyn Farmer, Esq.
10 Chief Administrative Law Judge
11 Hearing Division
12 Arizona Corporation Commission
13 1200 West Washington Street
14 Phoenix, Arizona 85007

15 Janice Alward, Esq.
16 Chief Counsel, Legal Division
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20 Mr. Steven M. Olea
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