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BEFORE THE ARIZONA CORPORATION COMMISSION

GARY PIERCE
Chairman

2012 DEC 12 P 4:38

BOB STUMP
Commissioner

AZ CORP COMMISSION
DOCKET CONTROL

PAUL NEWMAN
Commissioner

SANDRA D. KENNEDY
Commissioner

BRENDA BURNS
Commissioner

IN THE MATTER OF THE APPLICATION
OF ZAYO GROUP, LLC, 360NETWORKS
(USA) INC., ABOVE NET
COMMUNICATIONS, INC. AND ONVOY
INC FOR AN ORDER AUTHORIZING *PRO*
FORMA INTRA-CORPORATE
TRANSACTIONS

Docket No. T-20783A-12-0463'
T-03777A-12-0463'
T-03774A-12-0463'
T-20842A-12-0463

NOTICE OF FILING AFFIDAVIT OF PUBLICATION

Attached is the Affidavit of Publication published on December 5, 2012, in the Arizona Republic by which the Applicants gave public notice of the Application in this matter.

Dated this 12th day of December, 2012.

LEWIS and ROCA, LLP

Michael T. Hallam
40 N. Central Avenue
Phoenix, AZ 85004
(602) 262-5723
Attorneys for Applicants

Arizona Corporation Commission
DOCKETED

DEC 12 2012

DOCKETED BY

ORIGINAL and thirteen (13) copies
of the foregoing filed
this 12th day of December, 2012, with:

LEWIS
AND
ROCA
LLP

LAWYERS

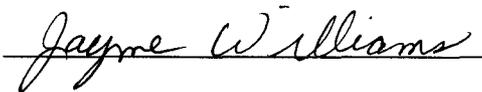
1 The Arizona Corporation Commission
2 Utilities Division – Docket Control
3 1200 W. Washington Street
4 Phoenix, Arizona 85007

5 Copy of the foregoing hand-delivered
6 this 12th day of December, 2012, to:

7 Lyn Farmer
8 Chief Administrative Law Judge
9 Arizona Corporation Commission
10 1200 West Washington Street
11 Phoenix, AZ 85007

12 Janice Alward, Chief Counsel
13 Legal Division
14 Arizona Corporation Commission
15 1200 West Washington Street
16 Phoenix, AZ 85007

17 Steve Olea
18 Utilities Division
19 Arizona Corporation Commission
20 1200 West Washington Street
21 Phoenix, AZ 85007

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THE ARIZONA REPUBLIC

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS.

Tabitha Weaver, being first duly sworn, upon oath deposes and says: That she is a legal advertising representative of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published at Phoenix, Arizona, by Phoenix Newspapers Inc., which also publishes The Arizona Republic, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

The Arizona Republic

December 5, 2012

Sworn to before me this
5th day of
December A.D. 2012

 BRIAN BILLINGS
Notary Public - Arizona
Maricopa County
My Comm. Expires Jul 25, 2014

Notary Public

In the Matter of the Application of Zayo Group, LLC, AboveNet Communications, Inc., and Owoy, Inc. for Pro Forma Inter-Company Transactions.
Docket Nos. T-2012-17-0463, T-2012-17-0464, T-2012-17-0465 and T-2012-17-0466.
Zayo Group, LLC ("Zayo"), AboveNet Communications, Inc. ("AboveNet"), and Owoy, Inc. ("Owoy") are collectively referred to as the "Applicants". The Applicants filed an Application with the Arizona Corporation Commission on November 14, 2012, pursuant to A.C.C. § 40-200 and applicable regulations requesting an order allowing Applicants to complete certain Pro Forma Inter-Company transactions that with respect to Applicants' regulated businesses in Arizona, will result in (1) the assets and liabilities of AboveNet, Owoy, and AboveNet moving to Zayo, the Zayo Pro Forma Transactions, and (2) Owoy's voice services and assets, currently being provided by AboveNet, being transferred to Owoy. The Owoy Pro Forma Transactions refer to the "Pro Forma Transactions". The Zayo Pro Forma Transactions will be completed through (1) the roll-up of Owoy's assets and liabilities into Zayo through assignment of the assets and liabilities of Owoy, and (2) the Pro Forma Transactions will be completed either through a transfer directly from AboveNet to Owoy or a transfer from AboveNet to Zayo as part of the Zayo Pro Forma Transactions with a later transfer from Zayo to Owoy. The proposed Pro Forma Transactions will not result in any changes to the services provided by customers, including rates, terms and conditions of service, each customer's service will be assigned to Zayo and Owoy pursuant to terms of that customer's service contract that permit assignment to affiliates and/or pursuant to the customer's authorization. Following the Pro Forma Transactions, AboveNet and Owoy will no longer exist as separate entities. Thereafter, Applicants request that, effective upon notification from Applicants that the Pro Forma Transactions have been completed, the Commission cancel the licenses of AboveNet and Owoy. The Application is available for inspection during regular business hours at the office of Zayo's legal counsel, Lewis and Clark LLP, 40 North Central Avenue, Suite 1200, Phoenix, Arizona 85004; at the offices of the Commission located at 1200 West Washington Street, Phoenix, Arizona 85007; and on the Internet via the Commission's website (www.azcc.gov) using the e-Docket function. If you have any questions about this application or have any objections to its approval, you may contact the Consumer Services Section of the Commission at 1200 West Washington Street, Phoenix, AZ 85007 or call (602) 942-4297 or (800) 727-7060. Intervention in the Commission's proceedings on the Application shall be permitted to any person entitled by law to intervene and having a direct substantial interest in this matter. Persons desiring to intervene must file a Motion to Intervene with the Commission that must be served upon Applicant and that, at a minimum, shall contain the following information:
1. The name, address and telephone number of the proposed intervenor and of any person upon whom service of documents is to be made if different from the intervenor.
2. A short statement of the proposed intervenor's interest in the proceeding.
3. Whether the proposed intervenor desires a formal evidentiary hearing on the application and the reasons for such a hearing.
4. A statement certifying that a copy of the Motion to Intervene has been mailed to Applicants.
The granting of Motions to Intervene shall be governed by A.C.C. § 40-210, except that all Motions to Intervene must be filed on, or before, the 30th day after this notice.
Pub: December 5, 2012