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March 4, 2011

Via e-Docket

Elizabeth A. Rolando, Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701

**Re: Docket No. 11-0069 - Verified Application of Zayo Group, LLC for
Certificate to Become a Telecommunications Carrier**

PRE-FILED TESTIMONY

Dear Ms. Rolando:

Zayo Group, LLC (“Zayo”), through undersigned counsel and in support of its Application, submits the Pre-Filed Testimony of Peter Chevalier on Behalf of Zayo Group, LLC.

Zayo requests that the Commission acknowledge receipt of this filing. If you have any questions regarding this filing, or require additional information, please do not hesitate Brett Ferenchak at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo
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Counsel to Zayo Group, LLC

cc: The Honorable Sonya J. Teague (steague@icc.illinois.gov)
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**BEFORE THE
ILLINOIS COMMERCE COMMISSION**

In the Matter of the Application of)	
)	
Zayo Group, LLC)	
)	
Application for a Certificate of Local and)	Docket No. 11-0069
Interexchange Authority to Operate as a)	
Reseller and a Facilities-Based Carrier of)	
Telecommunications Services within the)	
State of Illinois)	
)	

**PRE-FILED TESTIMONY OF PETER CHEVALIER
ON BEHALF OF ZAYO GROUP, LLC**

I, Peter Chevalier, do hereby testify as follows in support of the application of Zayo Group, LLC (“Applicant” or “Zayo”) for a Certificate of Public Convenience and Necessity to Provide Facilities-Based and Resold Local and Interexchange Telecommunications Services and Competitive Access Services in the State of Illinois.

Q: Please state your full name, business address, and position.

A. My name is Peter Chevalier. My title is Associate General Counsel for Zayo Group, LLC. My business address is 400 Centennial Parkway, Suite 200, Louisville, CO 80027.

Q. What are your job responsibilities?

A. In my position as Associate General Counsel of Zayo Group, I am responsible for various legal and regulatory matters for Zayo and have primary legal responsibility for Zayo’s subsidiary Zayo Enterprise Networks, LLC (“ZEN”). In my position as General Counsel of ZEN, I preside over all legal and regulatory matters for ZEN.

Q. Please describe your professional experience and education background.

A. In total, I have 9 years of experience in the telecommunications industry. I have served in my roles at Zayo for the past two years. Prior to my current role, I served as legal

counsel to a private group of investors issuing mortgage backed securities where I was responsible for all legal aspects of revolving credit facilities and transactions with the secondary securities market. In past telecommunications roles, I served in several capacities with both Level (3) Communications and Qwest Communications supporting many aspects of network infrastructure deployment in engineering and management roles. I earned my law degree from the Sturm College of Law at the University of Denver, a Masters of Business Administration from the Daniels College of Business at the University of Denver, and a Bachelor of Science in Mechanical Engineering from the University of Minnesota.

Q. Have you testified before the Illinois Commerce Commission previously?

A. No.

Q. Is Applicant legally authorized to do business in Illinois?

A. Yes. Applicant has been granted a Certificate of Authority to Transact Business in the State of Illinois (“Certificate”) and a copy of the Certificate is attached to Applicant’s Application as Exhibit C.

Q. Are you familiar with the application that was submitted by Applicant on January 24, 2011 to the Commission for a Certificate of Authority (“Application”)?

A. Yes, I am familiar with the Application.

Q. Are there any changes or updated information of which the Commission should be aware?

A. No.

Q. What is the purpose of your testimony in this proceeding?

A. The purpose of my testimony is to describe the resold and facilities-based services that Applicant proposes to offer in Illinois and to review issues related to Applicant's request for a license to provide such services. My testimony specifically relates to Applicant's managerial, financial, and technical competence to provide the telecommunications services for which authority is requested.

Q. Please describe the authority that Applicant seeks from the Commission.

A. Applicant seeks to offer all forms of resold and facilities-based interexchange and local exchange telecommunications services throughout the State of Illinois.

Q: Please describe the corporate structure of Applicant.

A: Zayo Group, LLC is a Delaware limited liability company and is a direct subsidiary of Zayo Group Holdings, Inc. ("Holdings"), a Delaware corporation.

Q: Please describe the proposed *pro forma* intra-corporate transaction that Zayo proposes to undertake with its subsidiary, Zayo Bandwidth, LLC, which hold Certificates of Service Authority in Illinois.

A. Zayo and Zayo Bandwidth, LLC ("ZB") proposed to complete the *pro forma* merger of ZB with and into Zayo, with Zayo surviving the merger. This *pro forma* merger will not affect the rates, terms or conditions of service to ZB's customers, and customers will continue to see the same "Zayo" name on invoices and other communications. Moreover, upon completion of the reorganization the Company will continue to be operated by the same well-qualified and highly experienced managerial, operational and technical personnel. The *pro forma* merger, along with certain other *pro forma* transactions involving other subsidiaries of Zayo not certificated in Illinois, will reduce Zayo's

reporting and accounting burdens and provide other operational efficiencies. A more complete description of the *pro forma* merger, including Pre- and Post-*Pro Forma* Transaction Corporate Structure Charts was filed as a Supplement to the Application on March 4, 2011.

Q: Will the customers of ZB receive notice of the *pro forma* merger?

A. Yes, ZB's customers will receive notice through a bill notation included in their invoice issued at least 30 days prior to the proposed *pro forma* merger. A sample of the customer notice was included as Exhibit B to the Supplement.

Q: Please describe Applicant's managerial qualifications.

A: As illustrated in Exhibit D attached to the Application, the members of Zayo's senior management team have extensive experience in the telecommunications industry. These personnel have both highly effective management skills and considerable telecommunications expertise. The biographies of these key personnel are submitted as evidence that Zayo's possesses the managerial qualifications required for the provision of telecommunications service in the State of Illinois.

Q. Has Applicant been authorized to provide telecommunications services in any other states?

A. Applicant is not currently authorized to provide telecommunications service in any state, but is seeking such authority in every state where its subsidiaries currently provide telecommunications services. Collectively, Zayo's subsidiaries are currently authorized to provide telecommunications services in the District of Columbia and the following states: Arizona, California, Colorado, Delaware, Georgia, Idaho, Illinois (Zayo Bandwidth, LLC), Indiana, Kansas, Kentucky, Maryland, Michigan, Minnesota,

Missouri, Nevada, New Jersey, New York, North Carolina, Ohio, Oregon, Pennsylvania, Tennessee, Texas, Utah, Virginia, Washington and West Virginia.

Q. Please describe Applicant's financial qualifications.

A. Zayo is well qualified to provide telecommunications services in Illinois. As stated in the Application, Zayo has the financial capabilities to operate and expand its business in Illinois. Financial information demonstrating Zayo's financial qualifications was provided as Exhibit E to the Application.

Q. Please describe the types of services will Applicant will offer in Illinois.

A. Applicant seeks authority to provide facilities-based and resold local exchange and exchange access telecommunications services. Applicant's business is building communications solutions for business and other commercial wireline and wireless carrier customers on an individual case basis for each project's needs. Zayo will primarily provide Private Line, Ethernet, Wavelength, Dedicated Internet Access and collocation. Although Applicant will not initially offer switched local exchange and interexchange services, it seeks authority to provide such service so that it has flexibility to add those services in the future. Applicant intends to provide facilities-based telecommunications services primarily using its own facilities.

Q. What facilities will Applicant use to provide its proposed local exchange services?

A. Applicant intends to provide facilities-based telecommunications services primarily using its own facilities. Applicant, however, may also provide telecommunications services through a combination of its own facilities, facilities leased from other carriers and through the resale of services of other certificated carriers. Applicant will deploy its own facilities in Illinois as business and market conditions warrant.

Q. How are customer inquiries/disputes handled?

A. Customers with billing questions or complaints may reach Zayo at its toll free number at 800-390-6094, or via e-mail at billing@zayo.com. Customers can contact representatives of the company during the 24 hours a day, 7 days a week. In the event of a billing dispute, Zayo will perform a review of the disputed billing amount and promptly attempt to reach a settlement to the mutual satisfaction of all parties. Following a full investigation to determine whether or not the charges may have been fraudulent or improper, Zayo may adjust the disputed bill. Applicant's repair service centers are available 24 hours a day, 7 days a week to assist customers with questions or complaints.

Q. Please provide the name, address and telephone number of the person that will serve as your company's contact to the Consumer Service Division for complaint resolution.

A. I am Zayo's contact to the Consumer Service Division for complaint resolution. My address was provided earlier in my testimony. My phone number is 303-414-4008.

Q. How will Applicant bill for its services?

A. Applicant will bill its customers directly through its own internal billing system. Bills are issued to customers on a monthly basis.

Q. Does applicant use telemarketing as a method for selling its services?

A. Applicant does not plan to use out-bound telemarketing in Illinois. If Applicant does use out-bound telemarketing in the future, then Applicant will comply with all rules regarding such. Applicant's primary method of marketing will involve the use of a direct sales force.

Q: Are you familiar with the call box requirements specified under Part 725.500(o) and Part 725.620(b)?

A: Yes. And I have reviewed those requirements with Zayo's operations and technical staff.

Q: Will Applicant be able to meet the requirements specified under Part 725.500(o) and 725.620(b) for the installation of call boxes?

A: Yes. To the extent that Zayo provides resold or facilities-based local exchange (dial tone) services using switch platforms of an underlying carrier, Zayo will rely on the underlying carrier (and their call boxes or diverse routing) to comply with these rules. In the event that Zayo deploys its own switches to provide facilities-based local exchange (dial tone) services, Zayo will either install call boxes or, more likely, rely on diverse routing for 911 trunks as permitted in Section 725.500(p). Any diverse routing used by Zayo in order to comply with the requirements under Part 725.500(o) and 725.620(b), will also meet the requirements in Section 725.500(p)(1).

Q: Will the granting of a certificate of convenience and necessity to Applicant serve the public interest?

A: Grant of Zayo's Application will promote the public interest by increasing competition in the provision of telecommunications services in Illinois. Applicant will provide customers high quality, cost effective telecommunications services, with an emphasis on customer service. In addition to driving prices closer to costs, thereby ensuring just and reasonable rates, competition also promotes efficiency in the delivery of services and in the development of new services. These benefits work to maximize the public interest by providing continuing incentives for carriers to reduce costs while, simultaneously, promoting the availability of potentially desirable services.

Q. Does this conclude your testimony?

A. Yes, it does.

Dated: March 4, 2011