

June 15, 2022

**Via Electronic Filing**

Public Utility Commission of Oregon  
201 High Street SE, Suite 100  
Salem, Oregon 97301-3398  
Attention: Filing Center

**Re: Docket No. CP-1423  
Notification Regarding the Transfer of Indirect Control of  
ENA Healthcare Services, LLC to Zayo Group, LLC**

Dear Sir or Madam:

ENA Healthcare Services, LLC (“ENA Healthcare” or “Licensee”), Commodore Intermediate Holdco, LLC (“Transferor”), and Zayo Group, LLC (“ZGL” or “Transferee” and collectively with Transferor and Licensee, the “Parties”) notify the Commission of the transfer of indirect control of Licensee to Transferee. Since Commission approval or prior notice was not required for the Transaction (as defined below), the Parties submit this letter for informational purposes.

In support of this filing, the Parties provide the following information:

**Description of the Parties**

**A. Licensee**

ENA Healthcare, a Delaware limited liability company, is a direct, wholly owned subsidiary of Education Networks of America, Inc. (“ENA” and together with its subsidiaries including Licensee, “ENA OpCos”). The ENA OpCos have a principal place of business located at 618 Grassmere Park Drive, Suite 12, Nashville, Tennessee 37211. The ENA OpCos provide Infrastructure-as-a-Service (“IaaS”) and managed communications services to K-12 schools, libraries, and rural healthcare facilities, including broadband, Wi-Fi/LAN, IP Voice, and video. Their managed networks also include information solutions, instructional and productivity tools, and third-party applications that are used in tandem with their proprietary products. The ENA OpCos currently provide services primarily to school districts and libraries that participate in the Schools and Libraries “E-Rate” program and rural healthcare providers that participate in the Rural Health Care (“RHC”) Program. In Oregon, Licensee is authorized to provide statewide local exchange and interexchange private line services, pursuant to Docket Number CP-1423, Order Number 08-444. Licensee also is authorized by the Federal Communications Commission to provide interstate telecommunications services.

ENA is a Delaware corporation and, prior to the Transaction, a direct, wholly owned subsidiary of ENA Holding Corporation (“ENA Holding”), a Georgia corporation. ENA Holding is a holding company that does not provide any services. Prior to the Transaction, ENA Holding was a direct, wholly owned subsidiary of Commodore Holdco, LLC (“Holdco”), which in turn was a direct, wholly owned subsidiary of Transferor. Holdco and Transferor are both Delaware limited liability companies.

Transferor is a direct subsidiary of Commodore Parent, LLC, a Delaware LLC, which in turn is indirectly, majority owned and controlled by ZMC Partners II, LLC, a Delaware limited liability company, through ZMC II, LP, a Delaware limited partnership. ZMC Partners II, LLC and its affiliates comprise a leading private equity firm that invests in companies in the media and communications sectors.

## **B. Transferee**

Transferee, along with its operating company subsidiaries (collectively, “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’s customers consist primarily of wireless service providers, national and regional communications service providers, media/Internet/content companies, governments, banks, and other bandwidth-intensive enterprises. Collectively, Zayo is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the District of Columbia and every state except Alaska. The primary telecommunications service offerings of Zayo include high-capacity bandwidth services such as private line, Ethernet, and wavelength services. In Oregon, Transferee is authorized to provide local exchange and interexchange telecommunications services pursuant to authority granted in Docket No. CP 1503, Order No. 11-147.

ZGL, a Delaware limited liability company, is a direct, wholly owned subsidiary of Zayo Group Holdings, Inc. (“Zayo Holdings”), a Delaware corporation. Zayo Holdings and its subsidiaries have a principal place of business located at 1821 30th St., Unit A, Boulder, CO 80301. Zayo Holdings is indirectly, wholly owned by Front Range JV, LP, a Delaware limited partnership.

Front Range JV, LP is a holding company that aggregates the ownership of various investment and co-investment vehicles ultimately managed by (i) affiliates of EQT AB (“EQT”) and (ii) affiliates of DigitalBridge GP, LLC (“DigitalBridge”). EQT, founded in Sweden in 1994, is a leading alternative investments firm with portfolio companies in the United States, Europe and Asia. DigitalBridge is a U.S.-investment firm dedicated to strategic opportunities in digital infrastructure. DigitalBridge and its affiliates possess a long record of successful investment in communications infrastructure companies in the United States and abroad.

**Designated Contacts**

Questions, correspondence or other communications concerning this filing should be directed to:

For Transferor and ENA OpCos to:

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For Transferee to:

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and a copy for Transferor to:

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ZMC II, L.P.  
10 East 59<sup>th</sup> Street, 24<sup>th</sup> Floor  
New York, NY 10022  
motechin@zmclp.com

and:

Lauren Lantero  
General Counsel, Corporate  
Zayo Group Holdings, Inc.  
1821 30th St., Unit A  
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and a copy to ENA OpCos to:

Kitty O'Connor  
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618 Grassmere Park Drive  
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**Description of the Transfer of Indirect Control**

Pursuant to an Equity Purchase Agreement, dated February 25, 2022, by and among Transferor, Holdco and Transferee, Transferee purchased from Transferor all of the issued and outstanding limited liability company interest of Holdco, and thereby Transferee acquired indirect control of ENA and Licensee (the "Transaction"). For the Commission's reference, diagrams depicting the pre- and post-Transaction corporate ownership structures of Licensee are provided as **Exhibit A**.

**Public Interest Considerations**

The Transaction serves the public interest, convenience, and necessity. The ENA OpCos continues to serve schools, libraries, and rural healthcare providers and Zayo continues to serve its customers

and to build and operate telecommunications facilities across the United States. ENA OpCos have access to Zayo's state-of-the-art fiber networks and scale, allowing ENA OpCos to reduce costs and increase efficiency. ENA OpCos also have access to Transferee's financial and operational expertise. This access to Zayo's network and expertise improves the ENA OpCos' ability to compete in the telecommunications marketplace.

The Transaction had no adverse impact on customers of the Licensee or Zayo and was transparent to customers in terms of the service they now receive. Moreover, the Licensee continues to provide service pursuant to existing contracts and tariffs, as applicable, subject to change in the ordinary course of business and in accordance with applicable law. The only change immediately following the consummation of the Transaction from a consumer's perspective was the new upstream ownership of the Licensee.

\* \* \* \*

We would appreciate acknowledgement of receipt and acceptance of this filing, which is being submitted electronically. Please do not hesitate to contact us if you have any questions regarding this submission.

Respectfully submitted,

/s/  
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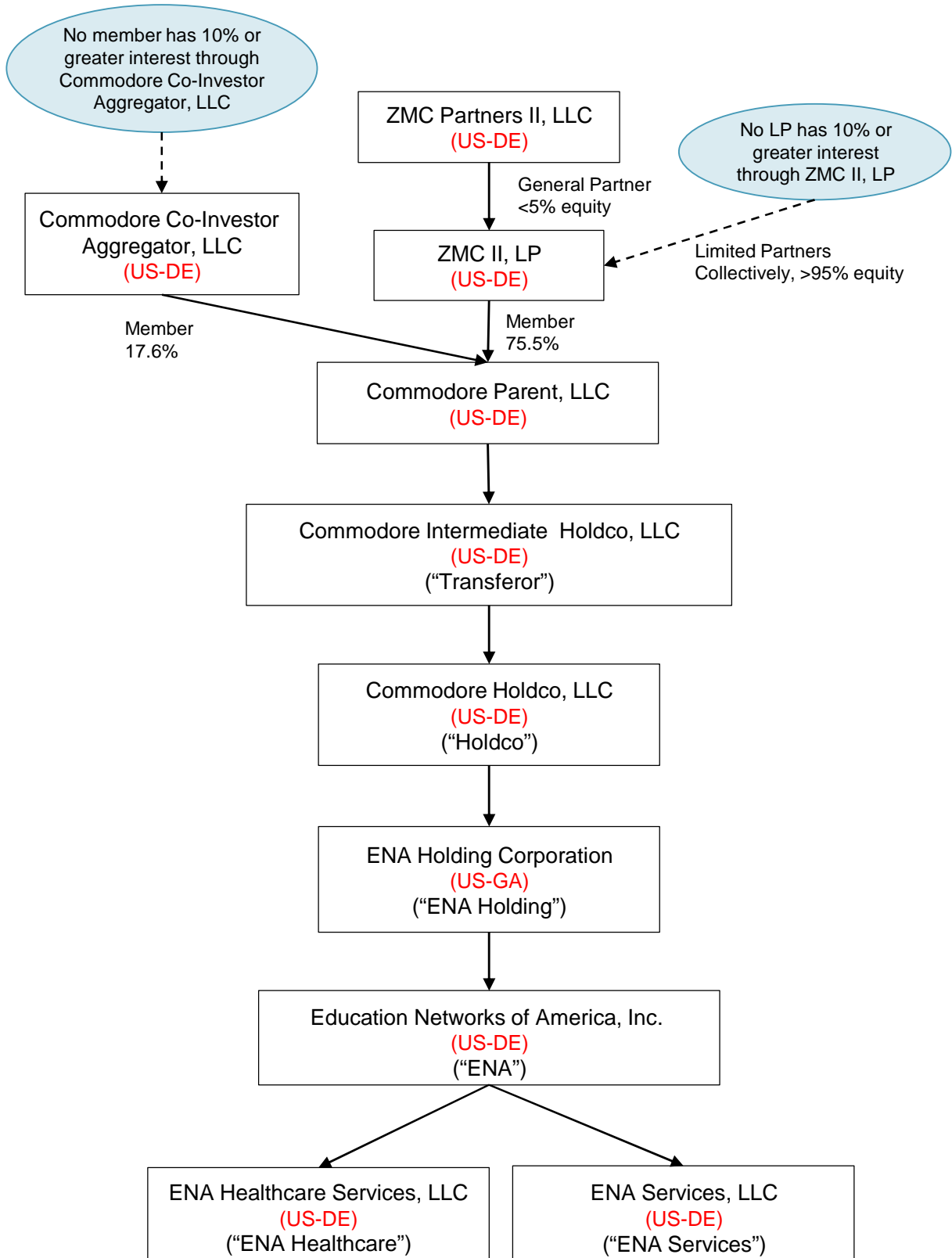
*Counsel for  
Commodore Intermediate Holdco, LLC and  
ENA Healthcare, LLC*

*Counsel for Zayo Group, LLC*

**EXHIBIT A**

**Pre-Transaction and Current Corporate Ownership Structure Charts**

**PRE-TRANSACTION OWNERSHIP STRUCTURE CHART:  
ENA SERVICES, LLC AND ENA HEALTHCARE SERVICES, LLC**

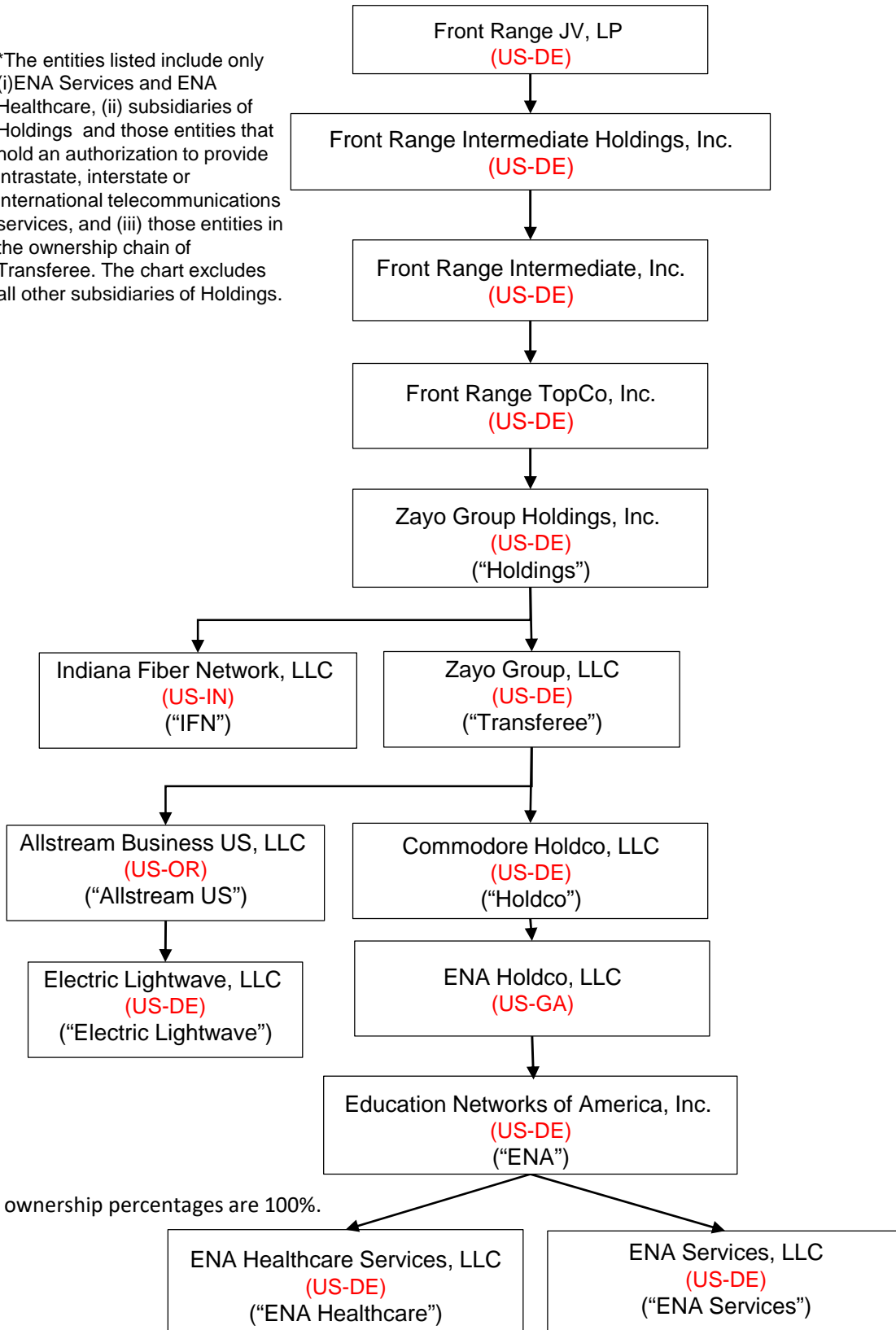


\*\*Unless otherwise noted, all ownership percentages are 100%.

**CURRENT OWNERSHIP STRUCTURE CHART ONE: ZAYO GROUP HOLDINGS, INC. STRUCTURE**

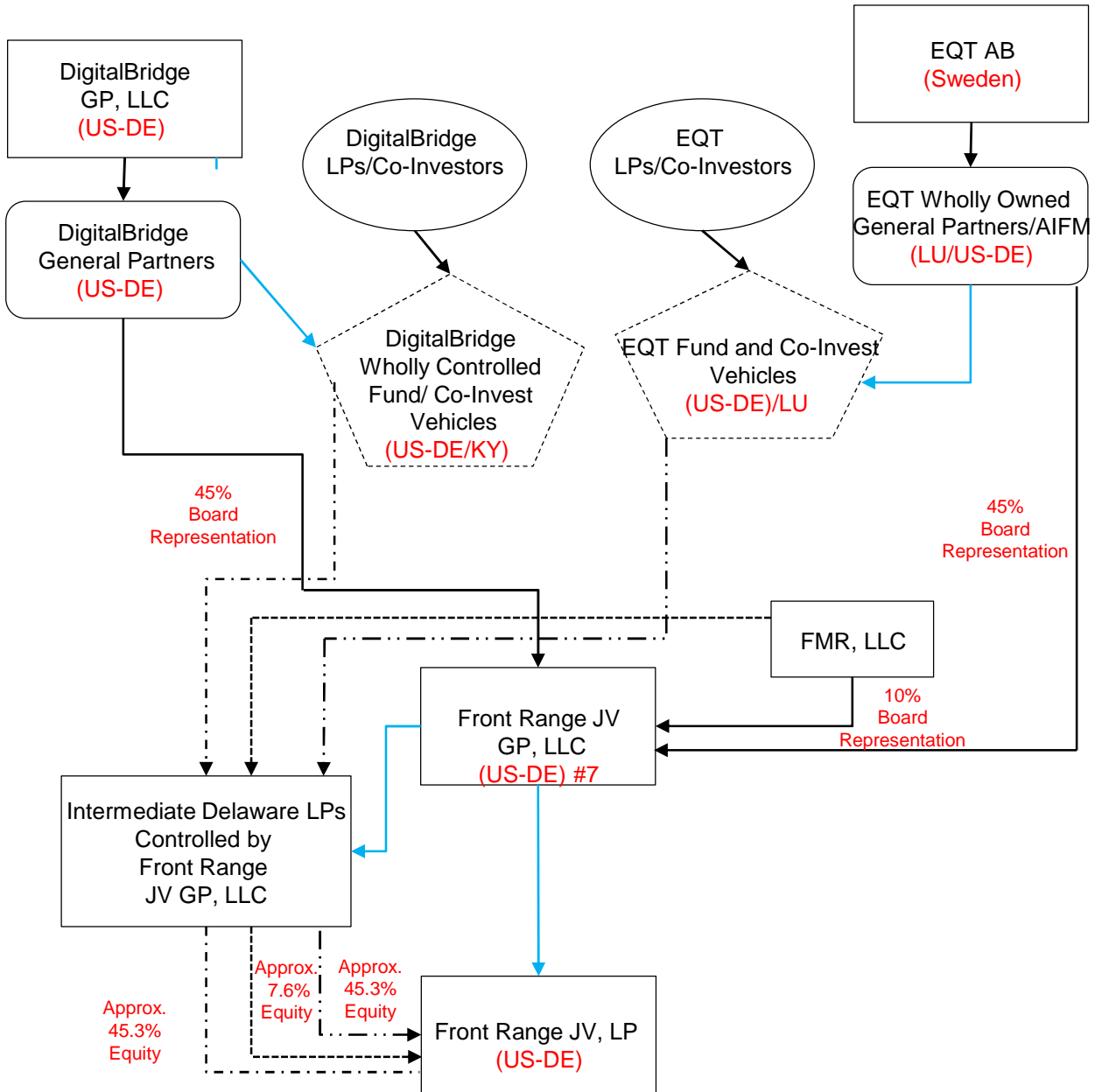
(see Current Chart 2 for Ownership of Front Range JV, LP)

\*The entities listed include only (i) ENA Services and ENA Healthcare, (ii) subsidiaries of Holdings and those entities that hold an authorization to provide intrastate, interstate or international telecommunications services, and (iii) those entities in the ownership chain of Transferee. The chart excludes all other subsidiaries of Holdings.



\*\*All ownership percentages are 100%.

**CURRENT OWNERSHIP STRUCTURE CHART TWO: FRONT RANGE JV, LP STRUCTURE**



All rights are 100% unless noted otherwise

(See Current Chart 1 for Zayo and ENA entities)

- ▶ Economic Ownership
- ▶ General Partner
- - -▶ DigitalBridge Indirect Equity
- · -▶ EQT Indirect Equity
- - -▶ FMR Indirect Equity