

## ATTACHMENT TO FOREIGN CARRIER AFFILIATION NOTIFICATION

### Background

On May 16, 2014, Zayo Group, LLC (“Zayo”) completed the acquisition of Geo Networks Limited and its subsidiaries (collectively, “GEO”), a London-based dark fiber provider. On July 2, 2014, Zayo completed the acquisition of NEO Telecoms SAS (now known as Zayo France SAS) and its subsidiaries (collectively, NEO”), a Paris-based bandwidth infrastructure company. As a result, Zayo became affiliated with foreign carriers that primarily operate in the United Kingdom and France, but also have telecommunications operations in Austria, Belgium, Germany, Luxembourg, Netherlands, Spain and Switzerland.<sup>1</sup>

### Response to Question 10 - Post Notification

The foreign carrier affiliation identified in this notification for Zayo resulted from the transactions described above. While Zayo’s former affiliates, Onvoy, LLC (“Onvoy”) and Zayo Enterprise Networks, LLC (“ZEN”), generally notified the Commission of their affiliation with GEO and Neo in connection with a *pro forma* change in ownership,<sup>2</sup> a separate foreign carrier affiliation notification was inadvertently not filed for Zayo. To the extent necessary, Zayo requests waiver from the requirement to file this Notification within thirty days of consummation of the transactions.

### Response to Questions 12, 16 and 17

Zayo provides notification of its affiliation with the following foreign carriers:

Country	Affiliate Name	Description of the Company
United Kingdom and Ireland (WTO Members)	Geo Networks Limited. (“Geo Networks”)  A U.K. entity.	Geo Networks is a wholly owned indirect subsidiary of Zayo.  Geo Networks provides dedicated fiber networks primarily used for data services and access to network facilities. Geo Networks has a market share of less than 5% of the telecommunications market in the United Kingdom and Ireland.

<sup>1</sup> Zayo’s indirect subsidiary, Zayo Group EU Limited (f/k/a AboveNet Communications Europe Limited) (“Zayo-EU”), provides international telecommunications services, pursuant to Section 63.21(h), under the international Section 214 authorization of Zayo. To the extent necessary, this Notification also applies to Zayo-EU.

<sup>2</sup> See IB File Nos. ITC-T/C-20140714-00201, ITC-T/C-20140714-00198 and ITC-T/C-INTR2014-02265.

Country	Affiliate Name	Description of the Company
United Kingdom (WTO Member)	Geo Metro Limited ("Geo Metro")  A U.K. entity.	Geo Metro is a wholly owned direct subsidiary of Geo Networks.  Geo Metro provides dedicated fiber networks primarily used for data services and access to network facilities. Geo Metro has a market share of less than 5% of the telecommunications market in the United Kingdom
United Kingdom (WTO Member)	FibreSpeed Limited ("FibreSpeed")  A U.K. entity.	FibreSpeed is a wholly owned direct subsidiary of GEO.  FibreSpeed provides dedicated fiber networks primarily used for data services and access to network facilities. FibreSpeed has a market share of less than 5% of the telecommunications market in the United Kingdom
France, United Kingdom, Spain, Germany, Austria, Switzerland, Netherlands, Luxembourg, Belgium (WTO Members)	Zayo France SAS (formerly known as Neo Telecoms SAS) ("Zayo-France")  A French entity.	Zayo-France is a wholly owned indirect subsidiary of Zayo.  Zayo-France provides fiber networks primarily used for data services, IP transit, lit services, and cloud services. Zayo-France has a market share of less than 5% of the telecommunications market in France.
France (WTO Member)	Neocenter Est SARL ("Neo-Est")  A French entity.	Zayo-France directly owns approximately 32.86% of Neo-Est. Neo telecom Group SAS, the direct parent company of Zayo-France, directly owns approximately 17.14% of Neo-Est. As the indirect parent of Zayo-France and Neo telecom Group SAS, Zayo indirectly owns approximately 50% of Neo-Est.  Neo-Est provides lit services, colocation and related services.
France (WTO Member)	Neocenter Ouest SAS ("Neo-Ouest")  A French entity.	Zayo-France directly owns approximately 36.58% of Neo-Ouest.  Neo-Ouest provides lit services, colocation and related services.

Zayo requests continued classification as a nondominant carrier under Section 63.10 of the Commission's Rules on all routes between the United States and United Kingdom and

France. Each of the foreign carrier affiliates lacks 50 percent market share in the international transport and local access markets on the foreign end of the routes and thus lacks sufficient market power on the foreign end to adversely affect competition in the U.S. market. Accordingly, pursuant to Section 63.10(a)(3), Zayo is presumptively classified as non-dominant on these routes.

Zayo holds a Reseller Registration and Basic International Telecommunication Services License in Canada and thus is itself a non-dominant foreign carrier in Canada. As disclosed in prior filings with the Commission by the Parties,<sup>3</sup> Zayo is also affiliated with the following foreign carriers: Zayo-EU, 360networks Vancouver Ltd. (“360networks”), AboveNet Canada Inc. (“ABN-Canada”), Zayo Group UK Limited (“Zayo-UK”), and MFN Japan KK (“ABN-Japan”). 360-Vancouver and ABN-Canada are each a non-dominant foreign carrier in Canada. Zayo-EU is a non-dominant foreign carrier in France, Germany and the Netherlands. Zayo-UK is a non-dominant foreign carrier in Germany and the United Kingdom. ABN-Japan is a non-dominant foreign carrier in Japan.

### **Response to Question 18**

Zayo is authorized to provide global or limited global facilities-based service and global or limited global resale service pursuant to International Section 214 Authorization granted in IB File No. ITC-2014-20091106-00475.

### **Response to Question 19**

To the extent that Zayo provides service the resale of international switched services, Zayo provides such services between the United States and the United Kingdom and France only through the resale of international switched services of unaffiliated U.S. facilities-based carriers.

### **Response to Question 20**

The following entity holds a ten percent (10%) or greater direct interest in **Zayo Group, LLC**:

Name:	Zayo Group Holdings, Inc. (“Holdings”)
Address:	1805 29th Street Boulder, CO 80301
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100% (directly in Zayo)

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<sup>3</sup> See e.g., *id.*, IB File Nos. ITC-ASG-20130628-00178 and ITC-ASG-20130506-00131. Zayo previously reported Onvoy and ZEN as foreign carrier affiliates. However, as a result of the *pro forma* changes described in IB File No. ITC-T/C-20141114-00306, Zayo is no longer affiliated (as defined by 47 C.F.R § 63.09(e)) with either Onvoy or ZEN.

The following entity currently holds a ten percent (10%) or greater direct interest in **Zayo Group Holdings, Inc.**:

Name: Oak Investment Partners XII, Limited Partnership (“Oak Investment XII”)  
Address: 525 University Avenue, Suite 1300  
Palo Alto, CA 94301  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 10.88% (directly in Holdings)

Name: Oak Associates XII, LLC (“Oak Associates”)  
Address: 525 University Avenue, Suite 1300  
Palo Alto, CA 94301  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 10.88% (indirectly as general partner of Oak Investment XII)

The following individuals are the Board of Managers of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano  
Edward F. Glassmeyer  
Ann H. Lamont  
Fredric W. Harman  
Grace A. Ames  
Iftikar A. Ahmed  
Warren B. Riley

To the Company’s knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or more interest in Holdings through Oak Investments XII.

As the managing members of M/C Venture Partners, LLC and M/C Venture Investors, L.L.C., the following individuals, who are all U.S. citizens and can be reached through M/C Venture Partners, LLC, have a 10.05% indirect interest in Holdings:

Gillis S. Cashman  
James F. Wade  
David D. Croll  
John W. Watkins  
Brian M. Clark

M/C Venture Partners, LLC is the general partner of M/C VP VI, L.P., the general partner of M/C VP VI, L.P., the general partner of M/C Venture Partners VI, L.P., which holds approximately a 9.75% direct interest in Holdings. M/C Venture Investors, L.L.C. holds approximately a 0.30%

direct interest in Holdings. All these entities are U.S. entities whose business is investment management. The managing members and each entity can be reach at 75 State Street, Suite 2500, Boston, MA 02109.

Name: James B. Fleming, Jr.  
Address: c/o Columbia Capital  
201 N. Union Street, Suite 300  
Alexandria, VA 22314  
Citizenship: U.S.  
Principal Business: Individual  
% Interest: 10.06% (indirectly through voting and investment control over (i) Columbia Capital Equity Partners IV (QP), L.P. (8.71% direct interest in Holdings), (ii) Columbia Capital Equity Partners IV (QPCO), L.P. (1.07% direct interest in Holdings), (iii) Columbia Capital Employee Investors IV, L.P. (0.07% direct interest in Holdings) and (iv) other entities that have in aggregate approximately a 0.21% direct interest in Holdings)

Name: GTCR Partners X/A&C LP  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 19.02% (indirectly in Holdings as the general partner of (i) GTCR Fund X/A LP (9.47% direct interest in Holdings), (ii) GTCR Fund X/C LP (2.71% direct interest in Holdings) and (iii) GTCR Investors (CII) LP (6.84% direct interest in Holdings))

Name: GTCR Investment X LLC  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 19.1% (indirectly in Holdings as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR Co-Invest X/C LP (0.08% direct interest in Holdings))

The following individuals are members of the board of managers of GTCR Investment X LLC, are all U.S. citizens, and can be reached through GTCR Investment X LLC:

Mark M. Anderson  
Craig A. Bondy  
Philip A. Canfield  
David A. Donnini  
Constantine S. Mihas  
Collin E. Roche  
Sean L. Cunningham  
Aaron D. Cohen

To Zayo's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Holdings through GTCR Partners X/A&C LP or GTCR Investment X LLC.

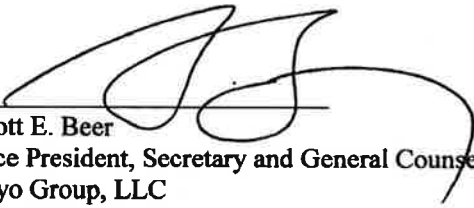
**Response to Question 21:**

Zayo, Geo Networks, Geo Metro, FibreSpeed all have identical officers and directors and therefore have interlocking directorates with each other. Zayo does not have interlocking directorates with Zayo France, Neo-Est or Neo-Ouest.

## VERIFICATION

I, Scott E. Beer, state that I am Vice President, Secretary and General Counsel of Zayo Group, LLC, Zayo Group Holdings, Inc. and Communications Infrastructure Investments, LLC (collectively, the "Parties"); that I am authorized to make this Verification on behalf of the Parties; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19<sup>th</sup> day of November, 2014.

  
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Scott E. Beer  
Vice President, Secretary and General Counsel  
Zayo Group, LLC  
Zayo Group Holdings, Inc.  
Communications Infrastructure Investments, LLC