

ATTACHMENT TO FOREIGN CARRIER AFFILIATION NOTIFICATION

Background

On January 19, 2018, Zayo Group, LLC (“Zayo”) completed the acquisition of Optic Zoo Networks Ltd. (“Optic Zoo”), a Vancouver-based dark fiber network provider that is a foreign carrier in Canada pursuant to its registration as a non-dominant carrier and Basic International Telecommunication Services (“BITS”) license issued by the Canadian Radio-Television & Telecommunications Commission (“CRTC”). Also on January 19, 2018, Zayo completed the acquisition of Garth Telecom Services Inc. (“Garth Telecom”), a Vancouver-based fiber network provider that is a foreign carrier in Canada pursuant to its registration as a non-dominant carrier issued by the CRTC. On January 29, 2018, Zayo Infrastructure Spain, S.L. (“ZI-Spain”) was granted a registration as an Electronic Communications Network Provider and Electronic Communications Service Provider by the Spanish National Commission on Markets and Competition (“CNMC”) and is therefore a foreign carrier in Spain. Further, Zayo Italy S.r.l. (“Zayo-Italy”) has applied for a registration as an Electronic Communications Network Provider and Electronic Communications Service Provider with the Italian Ministry of Economic Development (“Ministry”) and expects issuance of the registration by March 31, 2018. As a result, Zayo and its current (and future) subsidiaries listed in Response to Question 18 (collectively, the “Company”) (a) are affiliated with Optic Zoo and Garth Telecom, foreign carriers in Canada, and ZI-Spain, a foreign carrier in Spain, and (b) will become affiliated with a foreign carrier in Italy, Zayo-Italy, upon issuance of its registration.

Response to Question 10 - Post Notification

The new foreign carrier affiliations with Optic Zoo and Garth Telecom resulted from the transactions described above. The new foreign carrier affiliation with ZI-Spain resulted from the grant of a registration to ZI-Spain by the CNMC. The new foreign carrier affiliated with Zayo-Italy will result from the expected grant of a registration to Zayo-Italy by the Ministry.

In addition, the Company has other pre-existing foreign carrier affiliations, which have been identified in various applications to acquire control of various entities that hold international Section 214 authorizations, including most recently in applications for the proposed acquisition of Spread Telecommunications, LLC by Zayo.¹ However, a separate foreign carrier affiliation notification (“FCAN”) was filed only for some of the affiliations.² To the extent necessary, the Company requests waiver from the requirement to file this Notification within thirty days of each foreign carrier affiliation of the Company for which a separate FCAN has not been filed.

¹ See IB File No. ITC-T/C-20171206-00216; WC Docket No. 17-350. While approved by the Commission, the Spread Transaction has not closed but is expected to close in February 2018. Within 30 days of closing, a similar FCAN will be filed for Spread Telecommunications, LLC.

² See IB File No. FCN-NEW-20141126-00019.

Response to Questions 12, 16 and 17

The Company provides notification of new affiliations with the following foreign carriers:

| Country(ies) | Affiliate Name | Description of the Company |
|------------------------|--|---|
| Canada (WTO Member) | Optic Zoo Networks Ltd. ("Optic Zoo") A British Columbia entity. | Optic Zoo is an indirect, wholly owned subsidiary of Zayo. Optic Zoo holds a Registration as a Non- Dominant Carrier and Basic International Telecommunications Services license in Canada. |
| Canada (WTO Member) | Garth Telecom Services, Inc. ("Garth Telecom") A British Columbia entity. | Garth Telecom is an indirect, wholly owned subsidiary of Zayo. Garth Telecom holds a Registration as a Non- Dominant Carrier. |
| Spain (WTO Member) | Zayo Infrastructure Spain, S.L. ("ZI-Spain") A Spanish entity. | ZI-Spain is an indirect, wholly owned subsidiary of Zayo. ZI-Spain holds a registration as an Electronic Communications Network Provider and Electronic Communications Service Provider. ZI-Spain controls or will control facilities in Spain. |

In addition, the Company provides notification of its affiliation with the following entity that is expected to become a foreign carrier in the near future:

| Country(ies) | Affiliate Name | Description of the Company |
|-----------------------|--|--|
| Italy (WTO Member) | Zayo Italy S.r.l. ("Zayo Italy") An Italian entity | Zayo-Italy is an indirect, wholly owned subsidiary of Zayo. Zayo-Italy is in the process of applying with the Italian Ministry of Economic Development for registration as an Electronic Communications Network Provider and Electronic Communications Service Provider, and expects to receive the registration by March 31, 2018. Zayo-Italy will control facilities in Italy. |

The Company requests continued classification as a nondominant carrier under Section 63.10 of the Commission’s Rules on all routes between the United States and Canada. Optic Zoo and ZI-Spain lack, and Zayo-Italy will lack, 50 percent market share in the international transport and local access markets on the foreign end of the routes and thus lack sufficient market power on the foreign end to adversely affect competition in the U.S. market. Accordingly, pursuant to Section 63.10(a)(3), the Company is presumptively classified as non-dominant on these routes.

Zayo holds a Reseller Registration and BITS License in Canada and thus is itself a non-dominant foreign carrier in Canada. As disclosed in prior filings with the Commission by the Company,³ the Company is also affiliated with the following foreign carriers:

| Country(ies) | Affiliate Name | Description of the Company |
|------------------------|---|--|
| Canada (WTO Member) | Zayo Canada Inc. (“Zayo Canada”) A Canadian entity | Zayo Canada is a direct, wholly owned subsidiary of Zayo. Zayo Canada holds a BITS License and Registrations as a Competitive Local Exchange Carrier, Reseller, Reseller of High Speed Internet Service, and Reseller of Digital Subscriber Line Service in Canada. |
| Canada (WTO Member) | Allstream Business Inc. (“ABI”) A Canadian entity | ABI is an indirect, wholly owned subsidiary of Zayo. ABI holds a BITS License and a Registration as a Reseller. |
| Canada (WTO Member) | Electric Lightwave Communications Inc. (“ELCI”) A British Columbia entity | ELCI is an indirect, wholly owned subsidiary of Zayo. ELCI holds a BITS License and a Registration as a Non-Dominant Facilities-Based Carrier. |

³ See IB File No. ITC-T/C-20171206-00216 (transfer of control of Spread Telecommunications, LLC to Zayo); also, see e.g. IB File Nos. ITC-T/C-20161209-00338 (transfer of control of Electric Lightwave, LLC); ITC-T/C-20161209-00339 (transfer of control of Electric Lightwave Holdings, Inc.); ITC-T/C-20161209-00340 (transfer of control of Eschelon Telecom, Inc.); ITC-T/C-20161209-00341 (transfer of control of opticAccess, LLC); ITC-T/C-20161209-00342 (transfer of control of World Communications, Inc.); SCL-ASG-20160526-00013 (*pro forma* assignment of submarine cable landing license of Allstream Fiber US, Inc. to Zayo); SCL-T/C-20151125-00032 (transfer of control of Allstream Fiber US, Inc. to Zayo); FCN-NEW-20141126-00019 (foreign carrier affiliation notification of Zayo).

| Country(ies) | Affiliate Name | Description of the Company |
|---|--|--|
| France, Germany, Netherlands United Kingdom (WTO Members) | Zayo Group EU Limited (“Zayo-EU”) A UK entity | Zayo-EU is an indirect, wholly owned subsidiary of Zayo. Zayo-EU provides primarily lit services between the United Kingdom and France, Germany and Netherlands. |
| Germany and United Kingdom (WTO Members) | Zayo Group UK Limited (“Zayo-UK”) A UK entity | Zayo-UK is an indirect, wholly owned subsidiary of Zayo. Zayo-UK provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| Japan (WTO Member) | MFN Japan KK (“ABN-Japan”) A Japanese entity. | ABN-Japan is a direct, wholly owned subsidiary of Zayo. ABN-Japan formerly provided peering services but is essentially dormant at this time. |
| United Kingdom and Ireland (WTO Members) | Geo Networks Limited (“Geo Networks”) A U.K. entity. | Geo Networks is an indirect, wholly owned subsidiary of Zayo. Geo Networks provides dedicated fiber networks primarily used for data services and access to network facilities. |
| United Kingdom (WTO Member) | Geo Metro Limited (“Geo Metro”) A U.K. entity. | Geo Metro is a direct, wholly owned subsidiary of Geo Networks. Geo Metro provides dedicated fiber networks primarily used for data services and access to network facilities. |
| Ireland (WTO Member) | Emerald Bridge Fibres Limited (“Emerald Bridge”) An Irish Entity. | Geo Networks, which is an indirectly, wholly owned subsidiary of Zayo, directly owns 50% of Emerald Bridge. Emerald Bridge is registered as an Authorized Undertaking with the Commission for Communications Regulation in Ireland and provides a subsea cable service between Dublin, Ireland and Anglesea, Wales, UK. |

| Country(ies) | Affiliate Name | Description of the Company |
|---|---|---|
| United Kingdom (WTO Member) | FibreSpeed Limited ("FibreSpeed") A U.K. entity. | FibreSpeed is a direct, wholly owned subsidiary of GEO. FibreSpeed provides dedicated fiber networks primarily used for data services and access to network facilities. |
| 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 an indirect, wholly owned subsidiary of Zayo. Zayo-France provides fiber networks primarily used for data services, IP transit, lit services, and cloud services. |
| 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) | NeoClyde SAS ("NeoClyde") A French entity. | Zayo-France, an indirect, wholly owned subsidiary of Zayo, directly owns 50% of NeoClyde. NeoClyde provides lit services, colocation and related services. |
| Belgium (WTO Member) | Zayo Infrastructure Belgium NV ("ZI-Belgium") A Belgium entity. | ZI-Belgium is an indirect, wholly owned subsidiary of Zayo. ZI-Belgium provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities |

| Country(ies) | Affiliate Name | Description of the Company |
|--------------------------------|---|---|
| Germany (WTO Member) | Zayo Infrastructure Deutschland GmbH ("ZI-Deutschland") A German entity. | ZI-Deutschland is an indirect, wholly owned subsidiary of Zayo. ZI-Deutschland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| France (WTO Member) | Zayo Infrastructure France SA ("ZI-France") A French entity. | ZI-France is an indirect, wholly owned subsidiary of Zayo, with Allan Shaw and Sheldon Goldman each holding 1 share of the company. Zayo indirectly holds all the remaining shares in the company. ZI-France provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| Ireland (WTO Member) | Zayo Infrastructure Ireland Ltd. ("ZI-Ireland") An Irish entity. | ZI-Ireland is an indirect, wholly owned subsidiary of Zayo. ZI-Ireland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| Netherlands (WTO Member) | Zayo Infrastructure Nederland B.V. ("ZI-Nederland") A Dutch entity. | ZI-Nederland is an indirect, wholly owned subsidiary of Zayo. ZI-Nederland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| Switzerland (WTO Member) | Zayo Infrastructure Switzerland AG ("ZI-Switzerland") A Swiss entity. | ZI-Switzerland is an indirect, wholly owned subsidiary of Zayo. ZI-Switzerland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| United Kingdom (WTO Member) | Zayo Infrastructure (UK) Ltd. ("ZI-(UK)") A U.K. entity. | ZI-(UK) is an indirect, wholly owned subsidiary of Zayo. ZI-(UK) provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |

| Country(ies) | Affiliate Name | Description of the Company |
|---------------------------|---|--|
| Singapore (WTO Member) | Zayo Singapore Pte. Ltd. ("Zayo-Singapore") A Singaporean entity. | Zayo-Singapore is a direct, wholly owned subsidiary of Zayo. Zayo-Singapore provides lit services, colocation and related services and holds a Service Based Operator (Individual) license. |
| Hong Kong (WTO Member) | Zayo Group (HK) Limited ("Zayo-HK") A Hong Kong entity. | Zayo-HK is an indirect, wholly owned subsidiary of Zayo. Zayo-HK provides lit services, colocation and related services and holds a Service Based Operator (IVANS and Internet Access) license. |
| Australia (WTO Member) | Zayo Group Australia Pty. Ltd. ("Zayo-Au") An Australian entity. | Zayo-Australia is a direct, wholly owned subsidiary of Zayo. Zayo Australia provides lit services, colocation and related services. |

Charts depicting the ownership of the Company and the foreign carrier affiliates are provided at Exhibit A.

Response to Question 18

The Company holds the following International Section 214 Authorizations:⁴

| International Section 214 Authorization Holder | Type of Authorization | File No(s). |
|---|---|-------------------------|
| Zayo Group, LLC The following indirect subsidiary of Zayo operates under the international Section 214 authorization of Zayo pursuant to 47 C.F.R. § 63.21(h): Zayo Group EU Limited ⁵ | Global or Limited Global Facilities-Based Service and Resale Service | ITC-2014-20091106-00475 |

⁴ Recently, Eschelon Telecom, Inc. ("Eschelon"), holder of international Section 214 authorization granted in IB File No. ITC-214-19990729-00490, and World Communications, Inc. ("WCI"), holder of international Section 214 authorization granted in IB File No ITC-214-20051011-00431, merged into their affiliate Electric Lightwave, LLC. The required filings associated with these *pro forma* mergers, including the surrender of the international Section 214 authorizations of Eschelon and WCI, will be submitted in the near future and no later than 30 days after the mergers occurred. Therefore, no Foreign Carrier Affiliation Notice is being submitted with respect to Eschelon and WCI and their international Section 214 authorizations.

| International Section 214 Authorization Holder | Type of Authorization | File No(s). |
|---|--|--|
| Allstream Business US, LLC ⁶ The following subsidiary of Allstream Business US, LLC operates under its International Section 214 Authorization pursuant to 47 C.F.R. § 63.21(h): Scott-Rice Telephone Co. ⁷ | Global Facilities-Based Services and Resale Services | ITC-214-19970820-00500 |
| Electric Lightwave, LLC | Resold Public Switched Services and Global Resale Services | ITC-214-1994041500137 (Old File No. ITC-94-277); ITC-214-19980619-00425 (Old File No. ITC-98-472) |
| opticAccess, LLC | Global or Limited Global Facilities-Based Service and Resale Service | ITC-214-20140922-00266 |
| Spread Telecommunications, LLC ⁸ | Global or Limited Global Facilities-Based Service and Resale Service | ITC-214-20110125-00008 |

Response to Question 19

To the extent that the Company provides the resale of international switched services, the Company provides such services between the United States and foreign points only through the resale of international switched services of unaffiliated U.S. facilities-based carriers.

⁵ To the extent necessary, this Notification also applies to Zayo-EU.

⁶ Allstream Business US, Inc. recently converted to a limited liability company. A notification regarding the *pro forma* assignment of its international Section 214 authorization associated with the change in corporate form will be submitted in the near future and no later than 30 days after the conversion occurred.

⁷ To the extent necessary, this Notification also applies to Scott-Rice Telephone Co.

⁸ See *supra* note 1.

Response to Question 20

The following entity directly, wholly owns **Electric Lightwave, LLC** and **OpticAccess LLC**:

Name: Allstream Business US, LLC (“Allstream US”)
Address: 1805 29th Street, Suite 2050
Boulder, CO 80301
Citizenship: U.S. (Oregon)
Principal Business: Telecommunications
% Interest: 100% (directly)

The following entity directly, wholly owns (and upon completion of the Spread Transaction will continue to directly, wholly own) **Spread Telecommunications, LLC**:

Name: Spread Holdings, LLC (“Spread Holdings”)
Address: 1805 29th Street, Suite 2050
Boulder, CO 80301
Citizenship: U.S. (Mississippi)
Principal Business: Holding Company
% Interest: 100% (directly)

The following entities directly or indirect, wholly own:

The following entity (a) directly, wholly owns **Allstream US** and **EL-Parent** and (b) upon completion of the Spread Transaction, will directly, wholly own **Spread Holdings**:

Name: Zayo Group, LLC
Address: 1805 29th Street, Suite 2050
Boulder, CO 80301
Citizenship: U.S. (Delaware)
Principal Business: Telecommunications
% Interest: 100% (directly)

The following entity directly, wholly owns **Zayo**:

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

The following entities and individuals currently hold a ten percent (10%) or greater, direct or indirect, interest in **Zayo Holdings**:

Name: GTCR Partners X/A&C LP
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S. (Delaware)
Principal Business: Investments
% Interest: Approx. 10.9% (indirectly in Zayo Holdings as the general partner of GTCR Fund X/A LP, GTCR Fund X/C LP and GTCR Investors (CII) LP, each of which holds a direct interest in Zayo Holdings but individually does not hold a 10% or greater interest in Zayo Holdings)

Name: GTCR Investment X LLC
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S. (Delaware)
Principal Business: Investments
% Interest: Approx. 11.0% (indirectly in Zayo Holdings as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR Co-Invest X LP, which holds less than a 0.1% direct interest in Zayo 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 Zayo Holdings through GTCR Partners X/A&C LP or GTCR Investment X LLC.

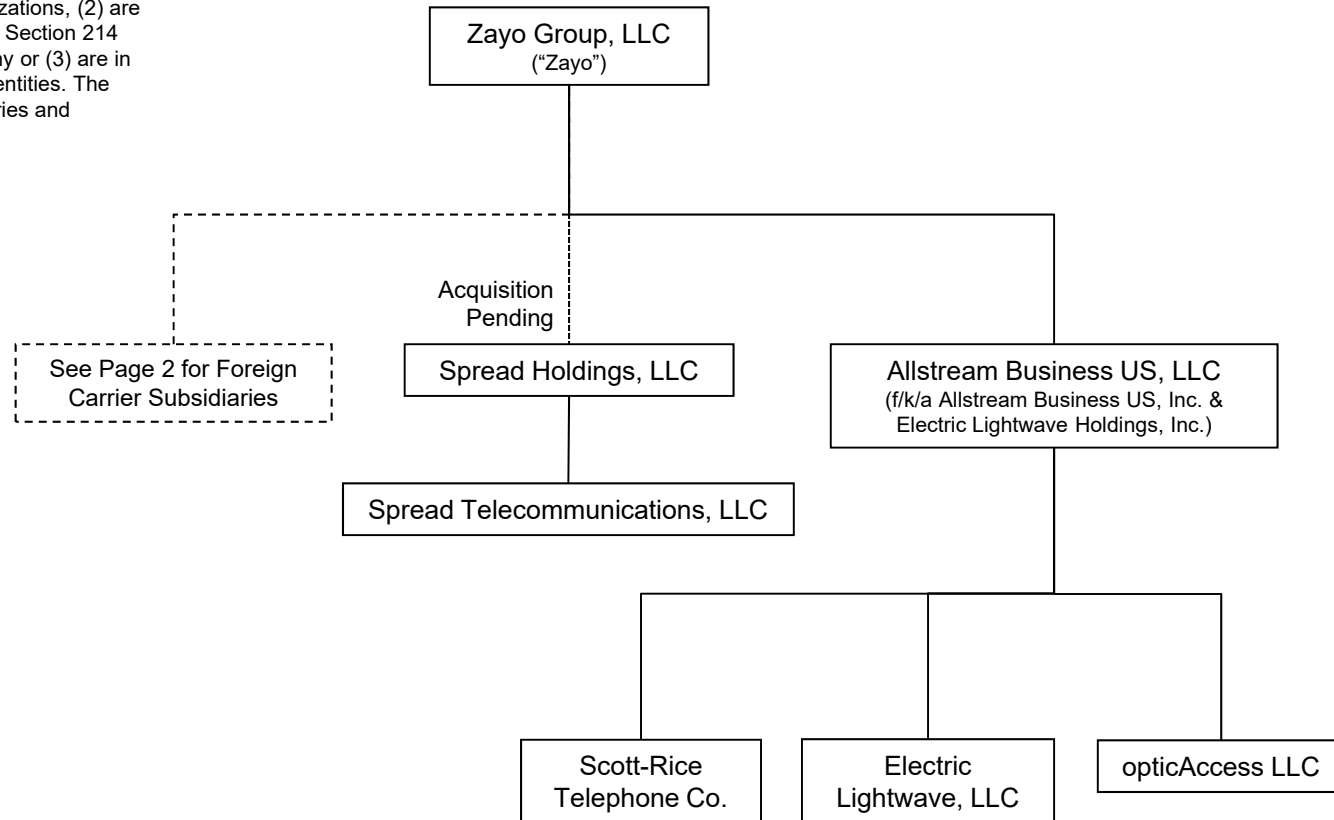
Zayo Holdings is a publicly traded company (NYSE: ZAYO) whose stock ownership varies on a daily basis. Based on information filed with the SEC with respect to Zayo Holdings and other information provided to Zayo Holdings, to the knowledge of Zayo's management, no other person or entity currently holds a 10% or greater direct or indirect interest in Zayo. Additional information regarding Zayo Holdings' ownership is available in Zayo Holdings' most recent proxy statement available at: <https://www.sec.gov/Archives/edgar/data/1608249/000104746917006037/0001047469-17-006037-index.htm>.

Response to Question 21:

To its knowledge, the Company does not have any interlocking directorates with an unaffiliated foreign carrier.

Corporate Ownership Structure of Zayo* (U.S. International Carrier Subsidiaries)

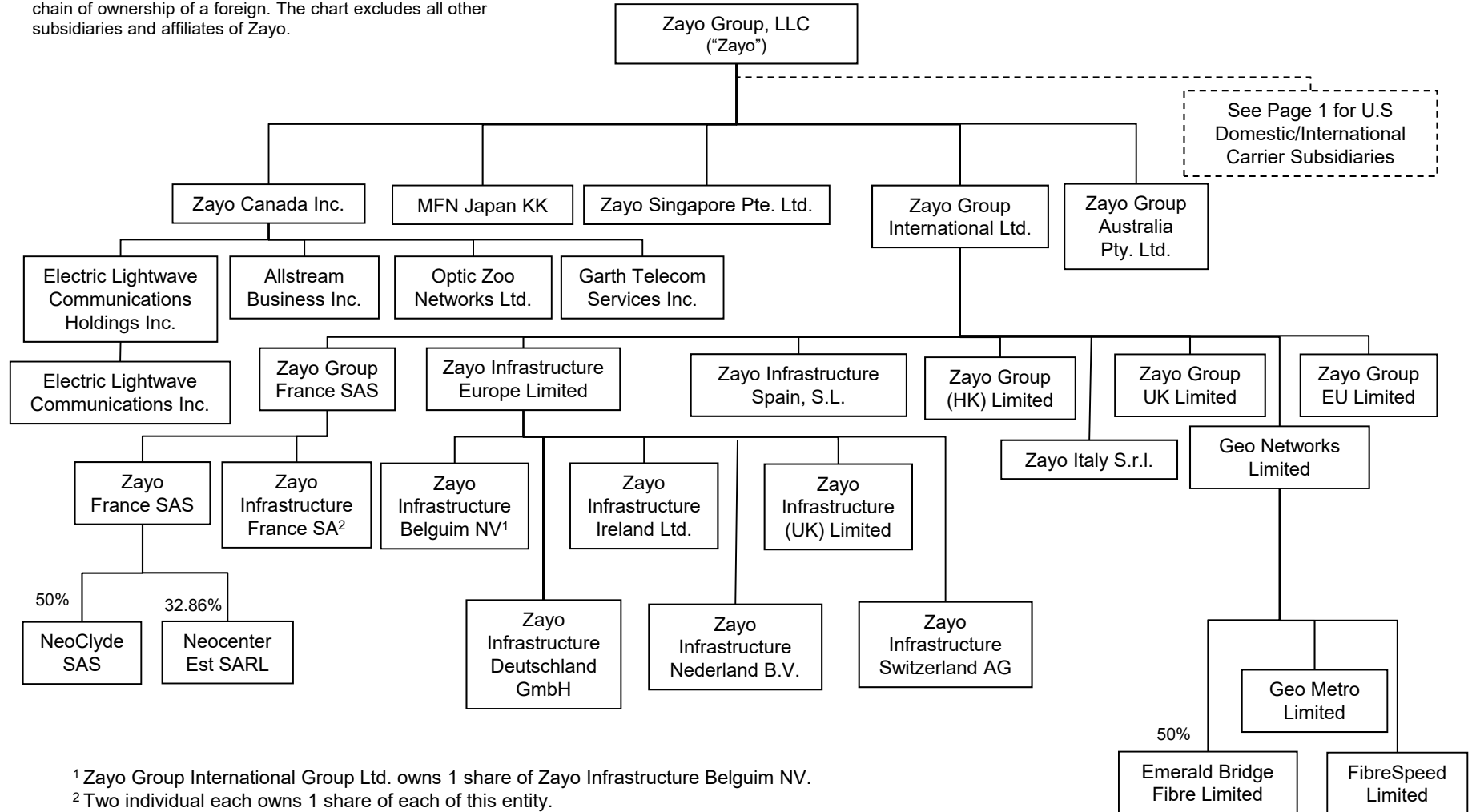
* The entities listed herein only include Zayo and its subsidiaries that (1) hold one or more international Section 214 authorizations, (2) are operating under the international Section 214 authorization of a parent company or (3) are in the chain of ownership of those entities. The chart excludes all other subsidiaries and affiliates of Zayo.



Unless otherwise indicated all ownership percentages are 100%.

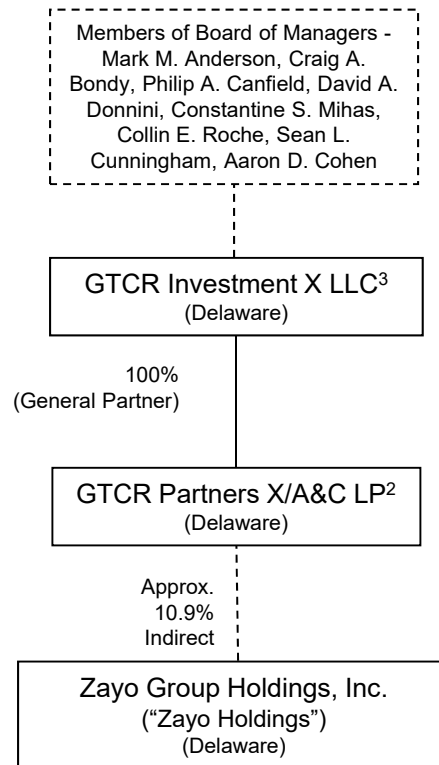
Corporate Ownership Structure of Zayo* (Foreign Carrier Subsidiaries)

* The entities listed herein only include Zayo and its subsidiaries that (1) are a foreign carrier or (2) are in the chain of ownership of a foreign. The chart excludes all other subsidiaries and affiliates of Zayo.



Unless otherwise indicated all ownership percentages are 100%.

Entities Controlling 10% or More of Zayo Holdings



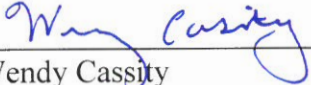
² GTCR Partners X/A&C LP indirectly controls approximately an 10.9% interest in Zayo Holdings as the general partner of GTCR Fund X/A LP, GTCR Fund X/C LP and GTCR Investors (CII) LP, each of which holds a direct interest in Zayo Holdings but individually does not hold a 10% or greater interest in Zayo Holdings.

³ GTCR Investment X LLC indirectly controls approximately an 11.0% interest in Zayo Holdings as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR Co-Invest X LP, which holds less than a 0.1% direct interest in Zayo Holdings.

VERIFICATION

I, Wendy Cassity, state that I am Vice President, Secretary and General Counsel of Zayo Group Holdings, Inc. and its subsidiaries (collectively, the “Company”); that I am authorized to make this Verification on behalf of the Company; 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 14th day of February, 2018.



Wendy Cassity
Senior Vice President, Secretary and General
Counsel
Zayo Group Holdings, Inc.