

## **ATTACHMENT TO FOREIGN CARRIER AFFILIATION NOTIFICATION**

### **Background**

On February 28, 2018, Zayo Group, LLC (“Zayo”) completed the acquisition of Spread Telecommunications, LLC (“Spread”) (the “Zayo-Spread Transaction”).<sup>1</sup> As a result, Spread became affiliated with Zayo, itself a foreign carrier, and its subsidiaries, some of which are foreign carriers. While the Zayo-Spread 214 Application seeking Commission approval for the transaction disclosed the expected foreign carrier affiliations at the time it was filed, after the Commission approved the Zayo-Spread 214 Application Zayo acquired certain other foreign carriers and a newly formed subsidiary of Zayo became a foreign carrier as follows:

- On January 19, 2018, 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 February 14, 2018, Zayo Italy S.r.l. (“Zayo-Italy”) was granted a registration as an Electronic Communications Network Provider and Electronic Communications Service Provider with the Italian Ministry of Economic Development (“Ministry”).

As a result, Spread is affiliated with foreign carriers--Optic Zoo and Garth Telecom, foreign carriers in Canada, and Zayo-Italy, a foreign carrier in Italy--that were not disclosed in the Zayo-Spread 214 Application.

### **Response to Question 10 - Post Notification**

Spread obtained the foreign carrier affiliations with Optic Zoo, Garth Telecom, and Zayo-Italy as a result of the closing of the Zayo-Spread Transaction along with the other transactions and the grant of a registration by the foreign government as described above.

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<sup>1</sup> See *Application for Consent to the Transfer of Control of Spread Telecommunications, LLC, which holds International Section 214 Authorization, to Zayo Group, LLC*, IB File No. ITC-T/C-20171206-00216 (the “Zayo-Spread 214 Application”).

**Response to Questions 12, 16 and 17**

Spread provides notification of affiliations with the following additional foreign carriers:

<b>Country(ies)</b>	<b>Affiliate Name</b>	<b>Description of the Company</b>
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.
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 holds a registration as an Electronic Communications Network Provider and Electronic Communications Service Provider. Zayo-Italy will control facilities in Italy.

Spread requests continued classification as a nondominant carrier under Section 63.10 of the Commission's Rules on all routes between the United States and (a) Canada and (b) Italy. Optic Zoo, Garth Telecom, and Zayo-Italy 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), Spread is presumptively classified as non-dominant on these routes.

As disclosed in the Zayo-Spread 214 Application,<sup>2</sup> Spread is also affiliated with the following foreign carriers:

<b>Country(ies)</b>	<b>Affiliate Name</b>	<b>Description of the Company</b>
Canada (WTO Member)	Zayo Group, LLC ("Zayo")  A Delaware limited liability company.	Zayo is the indirect parent company of Spread.  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)	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.
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.

<sup>2</sup> See Zayo-Spread 214 Application at pp. 9-13.

Country(ies)	Affiliate Name	Description of the Company
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.
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.

Country(ies)	Affiliate Name	Description of the Company
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
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.

Country(ies)	Affiliate Name	Description of the Company
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.
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.

Country(ies)	Affiliate Name	Description of the Company
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.
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. <sup>3</sup> ZI-Spain controls or will control facilities in Spain.

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

### **Response to Question 18**

Spread holds the following International Section 214 Authorizations:

International Section 214 Authorization Holder	Type of Authorization	File No(s).
Spread Telecommunications, LLC	Global or Limited Global Facilities-Based Service and Resale Service	ITC-214-20110125-00008

### **Response to Question 19**

To the extent that Spread 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.

<sup>3</sup> The registration was granted on January 29, 2018, after the Zayo-Spread 214 Application was granted.

## **Response to Question 20**

Currently, the following entity directly, wholly owns **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)

Currently, the following entity directly, wholly owns **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.

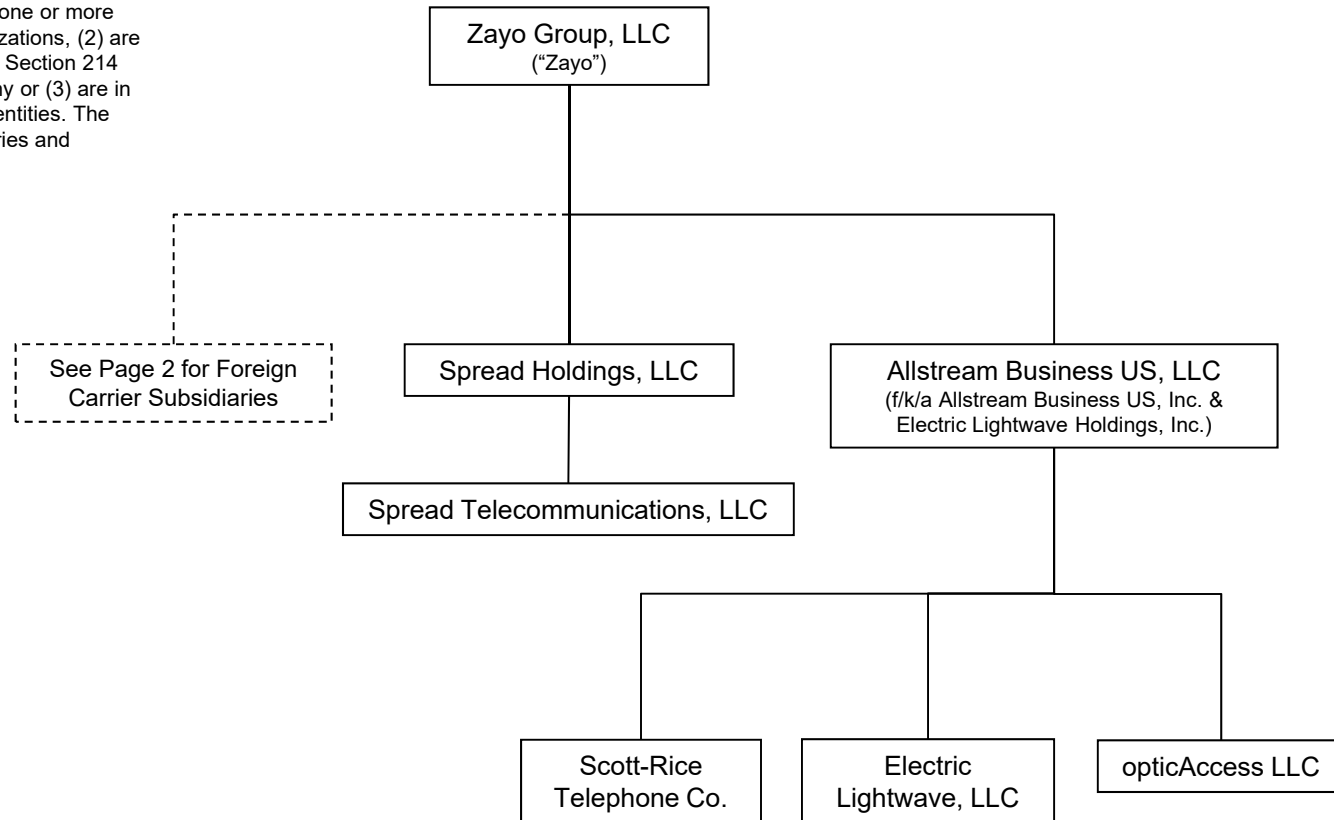
Zayo Holdings is a publicly traded company (NYSE: ZAYO) whose stock ownership varies on a daily basis. Based on information filed with the SEC with respect to Zayo Holdings and other information provided to Zayo Holdings, to the knowledge of Zayo's management, no other person or entity currently holds 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, Spread does not have any interlocking directorates with an unaffiliated foreign carrier.

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

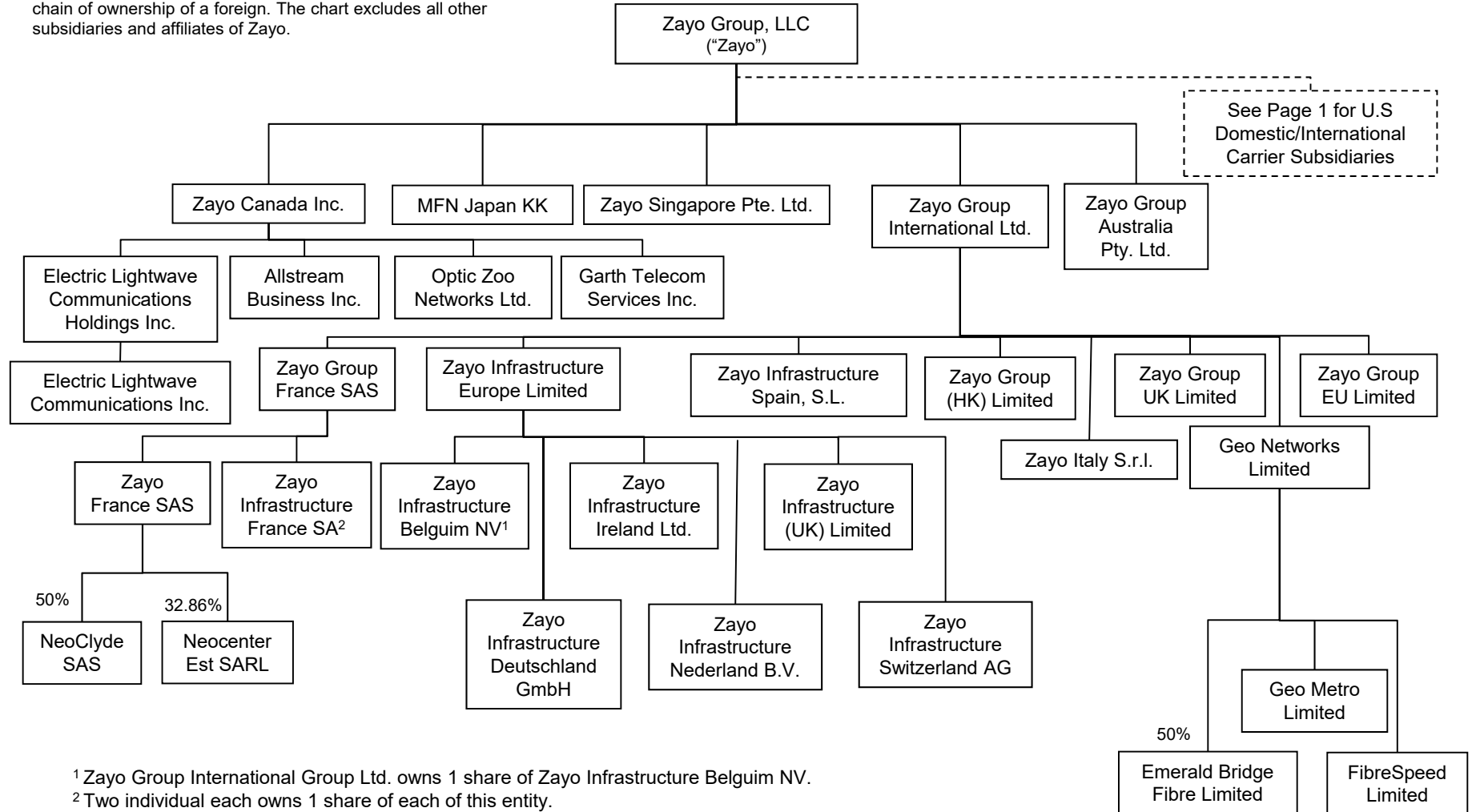
\* The entities listed herein only include Zayo and its subsidiaries that (1) hold one or more international Section 214 authorizations, (2) are operating under the international Section 214 authorization of a parent company or (3) are in the chain of ownership of those entities. The chart excludes all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



Unless otherwise indicated all ownership percentages are 100%.

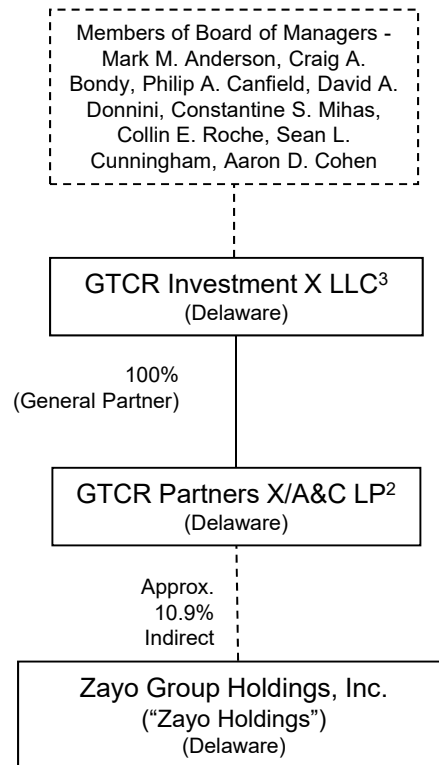
# Corporate Ownership Structure of Zayo\* (Foreign Carrier Subsidiaries)

\* 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



<sup>2</sup> 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.

<sup>3</sup> 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, Laura Littman, state that I am Assistant Secretary 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 29th day of March, 2018.

DocuSigned by:  
*Laura Littman*  
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Laura Littman  
Assistant Secretary  
Zayo Group Holdings, Inc.