

Jean L. Kiddoo
Brett P. Ferenchak
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

November 5, 2009

Via IBFS

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

**Re: IB File No. ITC-214-20091016-00444 - International Section 214 Application
Zayo Enterprise Networks, LLC
SUPPLEMENT**

Dear Ms. Dortch:

On behalf of Zayo Enterprise Networks, LLC (“ZEN”), this Supplement provides Amended Attachment 1 and Amended Attachment 2 to ZEN’s Application filed on October 16, 2009. The Amended Attachments correct ZEN’s response to Question 12 of the online form, provide a response to Question 9 and provide corrected information that is required by Questions 12, 13 and 14.

Please do not hesitate to contact the Brett Ferenchak at 202-373-6697 if you have any questions.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for Zayo Enterprise Networks, LLC

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T 202.373.6000
F 202.373.6001
bingham.com

By this Amended Attachment 1, Zayo Enterprise Networks, LLC (“ZEN” or “Applicant”) provides a response to Question 9 and amended responses to Questions 11, 12 and 13. ZEN is not amending its response to Question 10 at this time.

Response to Question 9

ZEN respectfully submits that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission’s rules, 47 C.F.R. §63.12(a)-(b). ZEN is affiliated with two foreign carriers that resell telecommunications services in Canada. Nevertheless, ZEN qualifies for streamlined treatment under (A) Section 63.12(c)(1)(i) because the Commission has previously determined that ZEN’s foreign carrier affiliates lack market power in that destination market and (B) Section 63.12(c)(1)(i) because ZEN qualifies for a presumption of non-dominance under Section 63.10(a)(3) for the reasons detailed in response to paragraphs (k) and (m) of ZEN’s Response to Questions 11 & 12, below.

Response to Question 10

Applicant does not apply for authority to provide switched services over private lines pursuant to §63.12.

Amended Response to Questions 11 & 12

Question 12 on the online form asks the following:

12. Does the applicant seek authority to provide service to any destination described in paragraphs (1) through (4) of Section 63.18(j)? If yes, list those destinations in Attachment 1 as a response to question 12. • Yes ☒ No

ZEN hereby amends its response to Question 12 on the online form to reflect “Yes” as shown above.

As required by Questions 11 and 12, ZEN also provides the following information and certifications as required in Section 63.18(i) through (m) of the Commission’s Rules, 47 C.F.R. § 63.18(i)-(m):

- (i) ZEN certifies that it is currently affiliated within the meaning of Section 63.09(e) of the Commission’s rules, 47 C.F.R. § 63.09(e), with two foreign carriers, Onvoy, Inc. (“Onvoy”) and Local Fiber, LLC (“Local Fiber”). Onvoy and Local Fiber are registered as a resellers of telecommunications services in Canada. While ZEN is not currently a foreign carrier, ZEN is in the process of registering as a reseller of telecommunications services in Canada and will be a foreign carrier upon acceptance of that registration. ZEN also is affiliated with Zayo Bandwidth, LLC (“Zayo Bandwidth”), which is in the process of registering as a reseller of telecommunications services in Canada and Zayo Bandwidth will be a foreign carrier upon acceptance of that registration

- (j) ZEN does not seek to provide international telecommunications services to any destination country where:
- (1) ZEN is currently a foreign carrier in that country; or
 - (2) ZEN controls a foreign carrier in that country; or
 - (3) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of ZEN and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

ZEN certifies that an entity that directly owns more than 25 percent of ZEN, Zayo Group, LLC, also directly controls two foreign carriers, Onvoy and Local Fiber that resell telecommunications services in Canada. As stated above, ZEN and its affiliate Zayo Bandwidth are both in the process of registering as a reseller of telecommunications services in Canada.

- (k) ZEN certifies that Canada, the country referenced in paragraph (j) above, is a Member of the World Trade Organization (“WTO”). Onvoy and Local Fiber, the foreign carriers listed in paragraph (j), are not on the Commission’s List of Foreign Telecommunications Carriers that are presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, Onvoy and Local Fiber, the foreign carriers listed in paragraph (j), offer services in competition with dominant foreign carriers and others.
- (l) ZEN may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where it has a foreign carrier affiliation. As demonstrated above and because Onvoy and Local Fiber lack 50 percent market share in the international transport and the local access markets on the foreign end of the route, Onvoy and Local Fiber should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(3).
- (m) ZEN qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(1,3), because it is not a foreign carrier and, as demonstrated above in paragraph (k), its affiliation is with non-dominant foreign carriers in a country that is a Member of the WTO.

Amended Response to Question 13

Applicant does not seek authority to provide services to any destination where it is, or is affiliated with, a foreign carrier other than those listed in response to Question 12.

By this Amended Attachment 2, Zayo Enterprise Networks, LLC (“ZEN” or “Applicant”) provides an amended response to Question 14 in order to correct a misunderstanding of the ownership information that needs to be reported pursuant to Section 63.18(h). ZEN is not amending its response to Question 15 at this time.

Amended Response to Question 14

The following entities hold, directly or indirectly a 10% or greater interest¹ in Applicant as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

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

Name: Zayo Group, LLC (“Zayo”)
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in ZEN)

- 2) The following entities hold a ten percent (10%) or greater direct or indirect interest in **Zayo Group, LLC**:

Name: Zayo Group Holdings, Inc.
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in Zayo)

Name: Communications Infrastructure Investments, LLC
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in Zayo as 100% owner of Holdings)

¹ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

- 3) The following entities and individuals will hold a ten percent (10%) or greater, direct or indirect, interest in **Communications Infrastructure Investments, LLC (“CII”)**:

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: 22.3% (directly in CII)

Name: Oak Associates XII, LLC (“Oak Associates”)
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 22.3% (indirectly as general partner of Oak Investment XII)

The following individuals are the executive managing members 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

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

Name: M/C Venture Partners VI, L.P. (“MCVP VI”)
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investments
% Interest: 20.3% (directly in CII)

Name: M/C VP VI, L.P.
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 20.3% (indirectly as the general partner of M/C VP VI)

Name: M/C Venture Partners, LLC
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 20.3% (indirectly as the general partner of M/C VP VI, L.P.)

The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC:

James F. Wade
David D. Croll
Matthew J. Rubins
John W. Watkins
John Van Hooser

Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a 0.6% direct interest in CII.

To the ZEN's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in CII through MVCP VI.

Name: Columbia Capital Equity Partners IV (QP), L.P.
("Columbia Capital IV")
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investments
% Interest: 18.5% (directly in CII)

Name: Columbia Capital IV, LLC
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 20.9% (indirectly in CII as the general partner of (i) Columbia Capital Equity Partners IV, L.P. which is the general partner of both Columbia Capital IV and Columbia Capital Equity Partners IV (QPCO), L.P. (2.3% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.1% direct interest in CII))

The following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens, and can be reached through Columbia Capital IV, LLC

James B. Fleming, Jr.
R. Philip Herget, III
Harry F. Hopper III

These individuals also have indirect control other entities that have, in aggregate, a 0.4% direct interest in CII.

To the ZEN's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Charlesbank Equity Fund VI GP, Limited Partnership
("Charlesbank VI GP")
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.8% (indirectly in CII as the general partner of (i) Charlesbank Equity Fund VI, Limited Partnership (9.2% direct interest in CII), (ii) CB Offshore Equity Fund VI (1.1% direct interest in CII), (iii) Charlesbank Equity Coinvestment Fund VI, LP (0.4% direct interest in CII), and (iv) Charlesbank Equity Coinvestment Partners, LP (0.1% direct interest in CII))

Name: Charlesbank Capital Partners, LLC
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.8% (indirectly in CII as the general partner of
Charlesbank VI GP)

Charlesbank Capital Partners, LLC is owned by its nine (9) managing members who are all U.S. citizens, and can be reached through Charlesbank Capital Partners, LLC:

Michael Eisenson
Tim Palmer
Kim Davis
Mark Rosen
Michael Choe
Brandon White
Jon Biotti
Andrew Janower
Michael Thonis

To the ZEN's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Charlesbank VI GP.

To ZEN's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in ZEN through CII.

Aside from Zayo's subsidiaries Onvoy, Inc. and Local Fiber, LLC, which are non-dominant foreign carriers in Canada, ZEN does not have an interlocking directorates with a foreign carrier. ZEN and its affiliate, Zayo Bandwidth, LLC, are in the process of registering to resell telecommunications services as a non-dominant carrier in Canada.

Response to Question 15

§63.18(d) - Applicant has not previously received International 214 authorization.

§63.18(e)(3) - Applicant is not applying for authority to acquire facilities or provide services not covered by paragraphs (e)(1) and (e)(2) of 47 C.F.R. §63.18.

§63.18(g) - Authorization is not categorically excluded as defined by 47 C.F.R. §1.1306.