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Our File No.: 0000342779

March 31, 2010

Via Hand Delivery and IBFS

Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

**Attn: Wireline Competition Bureau
International Bureau**

**Re: Notification of the *Pro Forma* Assignment of Certain Assets and
Customers of Onvoy, Inc. to Zayo Enterprise Networks, LLC and
Zayo Bandwidth, LLC**

Dear Ms. Dortch:

Onvoy, Inc. (“Onvoy” or “Assignor”), Zayo Bandwidth, LLC (“ZB”), Zayo Enterprise Networks, LLC (“ZEN”) (ZB and ZEN together, the “Assignees”) (Assignor and Assignees collectively, the “Parties”), by undersigned counsel and pursuant to 47 C.F.R. § 63.03(d)(2), notify the Commission of the *pro forma* assignments of certain assets and customers of Onvoy to ZEN and ZB, which were completed on March 11, 2010. The Parties emphasize that these intracorporate *pro forma* transactions did not change the ultimate owners of the Parties.¹

Introduction

Over the past few years, Zayo Group, LLC (“Zayo Group”) has acquired a number of existing communications businesses. As a result of these acquisitions, the corporate structure of Zayo Group and its parent, Zayo Group Holdings, Inc. (“Holdings”), has become increasingly complex, with numerous operating entities, many of whose services

¹ On March 11, 2010, the Onvoy Voice Services business unit became a business unit of Zayo Group’s parent company, Zayo Group Holdings, Inc. (“Holdings”), as a result of the *pro forma* transfer of direct ownership of Onvoy, Inc. from Zayo Group to Holdings (the “Onvoy Reorg”). Onvoy is notifying the Bureaus of that change in a separate filing.

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overlap. The *pro forma* intra-corporate transaction that is the subject of this Notification is part of the effort of Zayo Group and Holdings to appropriately allocate the acquired assets and customers to various operating units -- Zayo Bandwidth, Onvoy Voice Services, Zayo Enterprise Networks, and zColo. The realignment and transfer of certain assets to consolidate services within the appropriate business unit will reduce reporting and accounting burdens and provide operational efficiencies. Zayo Group and Holdings have also begun to market services through four business units that focus on defined service and customer segments thus allowing each business unit to target its sales, operations, customer service and management teams on those service and customer segments. The instant reorganization process will realign certain operating and other assets to the business unit which they support.

Description of the Parties

A. Zayo Group, LLC and Zayo Group Holdings, Inc.

Zayo Group is a Delaware limited liability company with a principal business office at 901 Front Street, Suite 200, Louisville, Colorado 80027. Zayo Group is wholly owned by Holdings, which in turn is wholly owned by Communications Infrastructure Investment, LLC ("CII"). CII has no majority owner.

Zayo Group, operating through its three business units (Zayo Bandwidth,² Zayo Enterprise Networks³ and zColo⁴), provides bandwidth, voice, collocation and interconnection, and managed services to carrier, enterprise, small and medium enterprise, and government customers. Holdings has one business unit, Onvoy Voice Services,⁵ as a result of the *pro forma* transfer of direct ownership of Onvoy, Inc. from Zayo Group to Holdings.

² Zayo Bandwidth will serve large enterprise customers and other carriers. Its primary product line will consist of various point-to-point and point-to-multipoint services.

³ Zayo Enterprise Networks will serve small, medium and large enterprise customers. Its primary product lines will consist of various business data services including Ethernet, Dedicated Internet Access, Virtual Private Networks, Voice Over Internet Protocol services and managed services including audio and video conferencing, but will also have some traditional switched voice services.

⁴ zColo will serve carriers and enterprise customers. zColo's primary product lines will include collocation services and in-building interconnection services.

⁵ Onvoy Voice Services primarily will serve other carriers. Its product lines will include wholesale local exchange, competitive tandem switching and transport, long distance, intrastate PRI service, local transit, direct inward dialing and SS7 services.

(Footnote Continued on Next Page.)

Zayo Group and Holdings are refining the allocation of service segments between their business units. This refinement is expected to take advantage of each business unit's core focus and strengths to the benefit of the customers of all the business units. As a result of the refinement, certain assets and customers are being reallocated between the business units.

B. Onvoy, Inc. d/b/a Onvoy Voice Services

Onvoy is a Minnesota corporation with its headquarters located at 300 South Highway 169, Suite 700, St. Louis Park, MN 55426. Onvoy is currently a wholly owned direct subsidiary of Holdings. Onvoy provides wholesale local exchange, competitive tandem and switching, long distance, intrastate PRI service, local transit, direct inward dialing and SS7 services to other local exchange carriers and interexchange carriers, as well as some retail customers.

C. Zayo Bandwidth, LLC

ZB is a Delaware limited liability company and a direct subsidiary of Zayo Group. All these entities have their corporate headquarters at 901 Front Street, Suite 200, Louisville, Colorado 80027. As stated above, ZB is part of the Zayo Bandwidth business unit. The Zayo Bandwidth business unit provides Private Line, Ethernet, Wavelength, Dedicated Internet Access and Collocation services to wholesale (e.g., other carriers) and large enterprise customers.

D. Zayo Enterprise Networks, LLC

ZEN is a Delaware limited liability company with its corporate headquarters located at 901 Front Street, Suite 200, Louisville, Colorado 80027. ZEN is a direct subsidiary of Zayo Group. ZEN primarily provides business data services including Ethernet, Dedicated Internet Access, Virtual Private Networks, Voice Over Internet Protocol services and managed services including audio and video conferencing. ZEN also provides some traditional switched voice and data services. ZEN's customers are small, medium and large enterprise customers.

(Footnote continued from Previous Page.)

Onvoy, Inc.'s subsidiary, Minnesota Independent Equal Access Corporation ("MIEAC"), will continue to provide centralized equal access services.

Description of the *Pro Forma* Assignments of Assets and Customers

Zayo Group completed the alignment of the assets and customers acquired in the prior Onvoy and CenturyTel transactions⁶ described above with the appropriate Zayo Bandwidth, Zayo Enterprise Networks and Onvoy Voice Services business units. As a result, certain assets and customers of Onvoy were aligned with ZB and ZEN. Although regulated telecommunications services continued to be provided by Onvoy to the affected customer since that prior transaction under its existing certificates and tariffs, Zayo Group had already consolidated many of the ‘back office’ functions of the service in the appropriate business unit. In the current reorganization, Zayo Group completed that realignment so that the telecommunications services are provided by the applicable business unit as well, under its own authorizations and tariffs. This synchronization of assets and customers with the appropriate business unit did not result in any changes to the services received by customers, including rates, terms and conditions of service. Except for the corporate name of the entity providing their service, this intra-corporate transaction was entirely transparent to customer. Customers that were transferred to ZEN were notified of this *pro forma* change through a bill notation in their bills dated December 1, 2009,⁷ while customers that were transferred to ZB were notified by letter dated December 14, 2009.⁸

Information Required by Section 63.03(d)(2) and Section 63.24(f)(2)

As required by Sections 63.03(d)(2) and 63.24(f)(2), the Parties provides the following information required by 63.04(a)(1) through (a)(4) and 63.18(a) through (d) and (h):

Sections 63.04(a)(1) & 63.18(a): Name, address and telephone number of the Parties:

Onvoy, Inc.	FRN 0004323028
300 South Highway 169, Suite 700	
St. Louis Park, MN 55426	
Tel: (800) 933-1224	

⁶ Zayo Group acquired Onvoy, Inc. (“Onvoy”) and its subsidiary, Minnesota Independent Equal Access Corporation, on November 7, 2007. See WCB Docket No. 07-222; IB File No. ITC-T/C-20070905-00361. As a result of the *pro forma* change in direct ownership of Onvoy described in footnote 1, Onvoy is a direct subsidiary of Holdings.

⁷ ZEN filed a notification pursuant to 47 C.F.R. § 64.1120(e) in Docket No. 00-257 on December 30, 2009 (ECFS Filing Receipt Confirmation No. 20091230395873).

⁸ ZB filed a notification pursuant to 47 C.F.R. § 64.1120(e) in Docket No. 00-257 on December 28, 2009 (ECFS Filing Receipt Confirmation No. 20091228417463).

Marlene H. Dortch, Secretary
March 31, 2010
Page 5

Zayo Bandwidth, LLC
901 Front Street, Suite 200
Louisville, CO 80027
Tel: (303) 381-4683

FRN 0019133826

Zayo Enterprise Networks, LLC
901 Front Street, Suite 200
Louisville, CO 80027
Tel: (866) 629-8200

FRN 0015331689

Sections 63.04(a)(2) & 63.18(b): The Parties are organized as follows:

Assignees are Delaware limited liability companies.

Onvoy is a Minnesota corporation.

Sections 63.04(a)(3) & 63.18(c): Correspondence concerning this filing should be sent to the Parties counsel:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

Section 63.18(d): The Parties hold the following International and Domestic Section 214 Authorizations:

Onvoy holds international Section 214 authority (1) to provide global resale services granted in IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452) and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada granted in IB File No. IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).⁹

⁹ The international Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its

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Marlene H. Dortch, Secretary
March 31, 2010
Page 6

ZB holds International Section 214 Authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20091106-00475.

ZEN holds International Section 214 Authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20091016-00444.

Onvoy, ZB and ZEN are authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01.

The Parties do not intend to transfer or assign the International Section 214 Authorization of Onvoy to ZB or ZEN because Onvoy continues to provide international services and ZB and ZEN hold their own International Section 214 Authorizations.

Sections 63.04(a)(4) & 63.18(h): Please see Attachment A for the pre- and post-Onvoy Reorg ownership of the Parties. A chart depicting the pre- and post-Onvoy Reorg ownership of the Parties is provided as Attachment B.

The Parties certify that the intracorporate assignments of assets and customers and merger were *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of any of the Parties.

* * * *

(Footnote continued from Previous Page.)

parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). See IB File No. ITC-ASG-20070913-00379.

Marlene H. Dortch, Secretary
March 31, 2010
Page 7

An original and four (4) copies of this notification letter are enclosed for filing. Please date-stamp and return the extra copy of this notification letter in the envelope provided. This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

A handwritten signature in black ink that reads "Brett P. Ferencak". The signature is written in a cursive style with a large, prominent "B" and "F".

Jean L. Kiddoo
Brett P. Ferencak

Counsel for the Parties

Attachments

ATTACHMENT A

Ownership

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

Pre- and Post-Onvoy Reorg Ownership of the Parties

- 1) The following entity held a ten percent (10%) or greater direct interest in prior to the Onvoy Reorg in **Onvoy, Inc.** and currently holds a ten percent (10%) or greater direct interest in **Zayo Bandwidth, LLC** and **Zayo Enterprise Networks, LLC**:

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

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

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

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

Current (Pre- and Post-Onvoy Reorg) Ownership of Holdings

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

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

- 2) The following entities and individuals 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 Parties' 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 MCVP 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 Parties' 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 Parties' 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 Parties' knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Charlesbank VI GP.

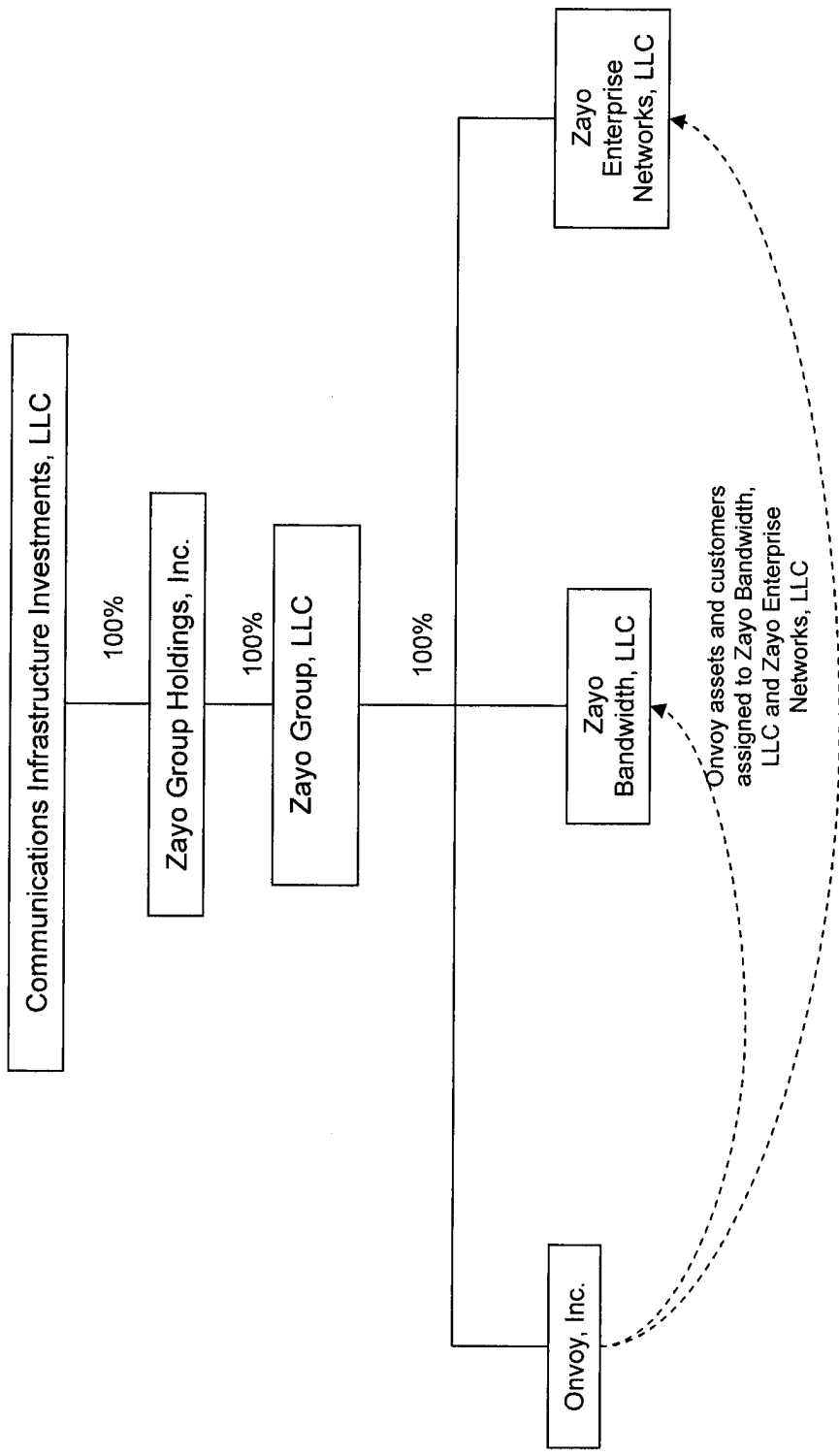
To the Parties' knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in any of the Parties through CII.

Aside from their affiliates, Onvoy, Zayo Bandwidth, LLC and Zayo Enterprise Networks, LLC, which are non-dominant foreign carriers in Canada, the Parties do not have an interlocking directorates with a foreign carrier.

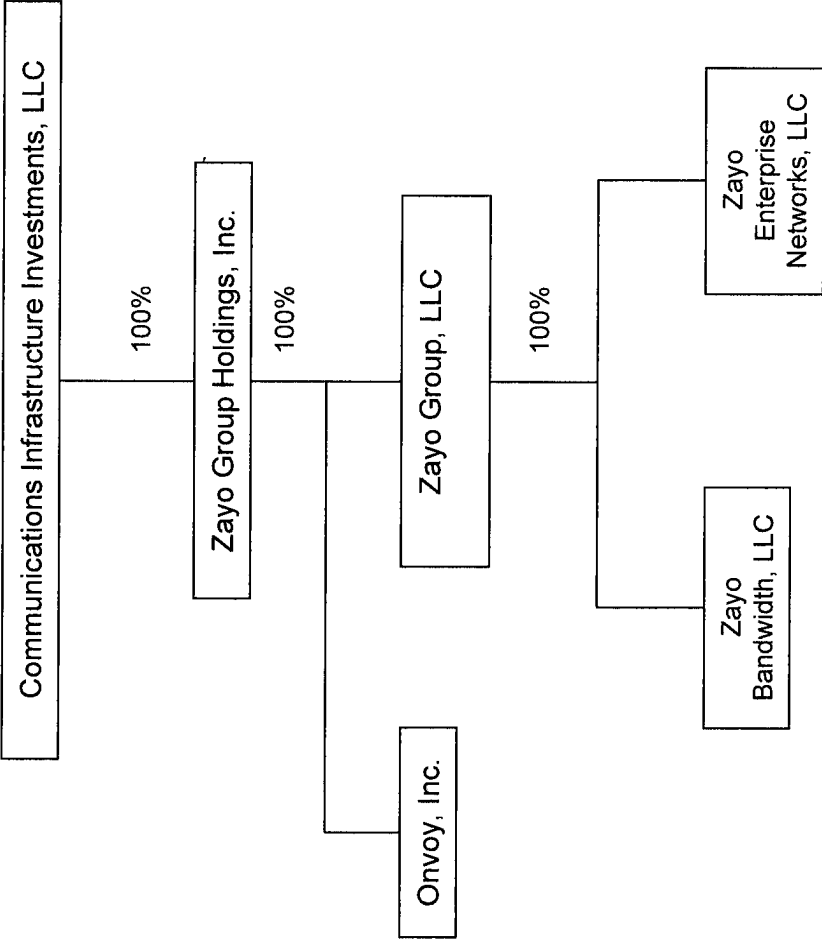
ATTACHMENT B

Pre- and Post-Onvoy Reorg Corporate Structure

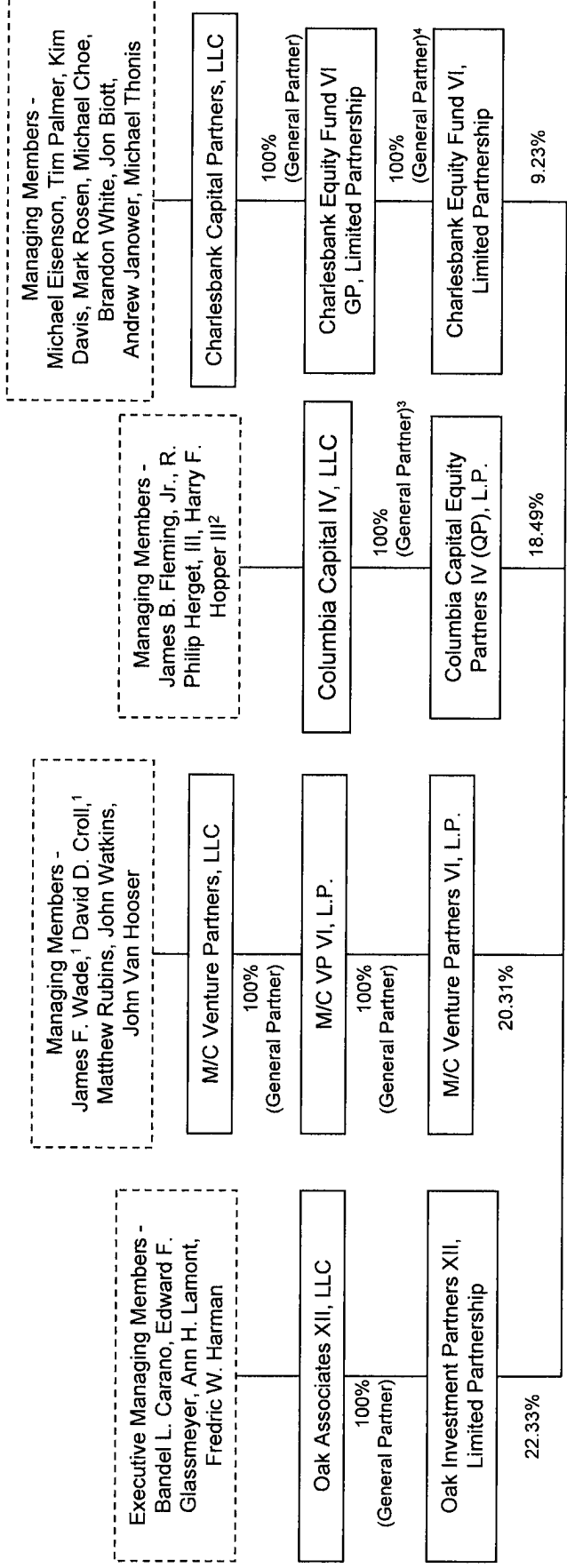
Pre-Onvoy Reorg Chart of Corporate Structure of the Parties



Post-Onvoy Reorg Chart of Corporate Structure of the Parties



Pre- and Post-Onvoy Reorg Chart of Corporate Structure of CII



¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.64% direct interest in CII.

² These individuals also have indirect control of other entities that have, in aggregate, a 0.44% direct interest in CII.

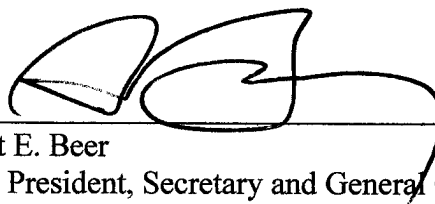
³ Columbia Capital VI, LLC is the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. and Columbia Capital Equity Partners IV (QPCO), L.P. (which has a 2.27% direct interest in CII) and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.14% direct interest in CII.

⁴ Charlesbank Equity Fund VI GP, Limited Partnership indirectly controls 10.76% of CII as the general partner of (i) Charlesbank Equity Fund VI, Limited Partnership and (ii) the following funds that collective have an approximately 1.54% direct interest in CII: CB Offshore Equity Fund VI; Charlesbank Equity Coinvestment Fund VI, LP; and Charlesbank Equity Coinvestment Partners, LP.

VERIFICATION

I, Scott E. Beer, state that I am the Vice President, Secretary and General Counsel of Zayo Group, LLC, Zayo Group Holdings, Inc. and all other Parties (as defined therein) in the foregoing filing; 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 31st day of March, 2010



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