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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* Mergers of Fiberlink, LLC d/b/a Columbia
Fiber Solutions, Zayo Bandwidth Indiana, LLC and Zayo Bandwidth
Northwest, Inc. with and into Zayo Bandwidth, LLC**

**Notification of Zayo Bandwidth Tennessee, LLC, Zayo Group, LLC and
Zayo Bandwidth, LLC Regarding a *Pro Forma* Change in Direct Ownership
of Zayo Bandwidth Tennessee, LLC**

**Request of Zayo Bandwidth Indiana, LLC and Zayo Bandwidth Northwest,
Inc. to Surrender Their International Section 214 Authorizations**

Dear Ms. Dortch:

Fiberlink, LLC d/b/a Columbia Fiber Solutions (“CFS”), Zayo Bandwidth Indiana, LLC (“Zayo-IN”), Zayo Bandwidth Northwest, Inc. (“Zayo-NW”), (CFS, Zayo-IN, and Zayo-NW collectively, the “ZB-Subs”), Zayo Bandwidth, LLC (“ZB”) (the ZB-Subs and ZB collectively, the “Merger Parties”), Zayo Bandwidth Tennessee, LLC (“Zayo-TN”) and Zayo Group, LLC (“Zayo Group”) (the Merger Parties, Zayo-TN and Zayo Group collectively, the “Parties”), by undersigned counsel and pursuant to 47 C.F.R. § 63.03(d)(2), notify the Commission of (1) the intracorporate *pro forma* mergers of the ZB-Subs with and into ZB, with ZB surviving the mergers and (2) the *pro forma* change in direct ownership of Zayo-TN from Zayo Group to Zayo Group’s wholly owned subsidiary, ZB. The Parties emphasize that these intracorporate *pro forma* transactions did not change the ultimate owners of the Parties, except that the ZB-Subs ceased to exist following their merger with ZB.

The Parties do not intend to transfer the International Section 214 Authorization of Zayo-IN or Zayo-NW to ZB because ZB holds its own International Section 214 authorization. Instead, Zayo-IN and Zayo-NW surrender their International Section 214 Authorizations since they no longer provide service or exist as separate corporate entities.

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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, has become increasingly complex, with numerous operating entities, many of whose services overlap. Through the merger of various of those entities and the change in direct ownership of Zayo-TN, Zayo Group will greatly simplify its corporate structure and reduce the reporting and accounting burdens of Zayo Group and provide operational efficiencies.

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,¹ Zayo Enterprise Networks² and zColo³), 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,⁴ as a result of the *pro forma* transfer of direct ownership of Onvoy, Inc. from Zayo Group to Holdings.

¹ 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.

² 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.

³ zColo will serve carriers and enterprise customers. zColo’s primary product lines will include collocation services and in-building interconnection services.

⁴ 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. Zayo Bandwidth, LLC and its former affiliates Zayo Bandwidth Tennessee, LLC, Zayo Bandwidth Indiana, LLC, Zayo Bandwidth Northwest, Inc., Fiberlink, LLC d/b/a Columbia Fiber Solutions

ZB is a Delaware limited liability company and a direct subsidiary of Zayo Group. Zayo-TN is a Tennessee limited liability company. Zayo-IN was a New York limited liability company. Zayo-NW was a Washington corporation. CFS was a Washington limited liability company. All these entities have their corporate headquarters at 901 Front Street, Suite 200, Louisville, Colorado 80027. ZB, Zayo-TN and the ZB-Subs were part of the Zayo Bandwidth business unit prior to mergers of the ZB-Subs with and into ZB, with ZB surviving. ZB remains the primary corporate entity comprising the Zayo Bandwidth business unit, with Zayo-TN as a subsidiary providing telecommunications services in Tennessee.⁵ 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. Prior to the mergers, the Merger Parties and Zayo-TN shared the same officers and directors and used the same sales and customer service teams.

Description of the Pro Forma Transactions

As part of its effort to streamline its corporate structure, on February 28, 2010, Zayo Group (1) merged the ZB-Subs with and into ZB, with ZB as the surviving entity and (2) transferred direct ownership of Zayo-TN to Zayo Group's wholly owned subsidiary, ZB. These mergers resulted in the customers of the ZB-Subs becoming customers of ZB. Charts depicting the pre- and post-mergers corporate structure of Zayo Group and the entities comprising the Zayo Bandwidth business unit are provided as Attachment B. Affected customers of the ZB-Subs were notified of the *pro forma* carrier change that occurred as a result of the mergers by a bill notation provided in their bills dated January

(Footnote continued from Previous Page.)

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

⁵ Four additional subsidiaries of Zayo Group -- Zayo Bandwidth Northeast, LLC, Zayo Bandwidth Northeast Sub, LLC, Zayo Bandwidth Central, LLC and Zayo Bandwidth Central (Virginia), LLC -- that are part of the Zayo Bandwidth business unit will also merge with and into ZB once all state regulatory approvals have been obtained.

1, 2010.⁶ Because ZB-Subs and ZB included the Zayo Bandwidth name and logo on all marketing materials, correspondence, and bills, even the change in the legal name of the ZB-Subs' provider was virtually transparent to the affected customers. Further, the merger and change in direct ownership of Zayo-TN did not result in a change to any other aspect of their services, including the rates, terms and conditions of their services, the format of their bills (including the logo affixed to the bills), and their customer service contacts including the toll free numbers.

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:

Zayo Bandwidth, LLC	FRN 0019133826
Zayo Bandwidth Tennessee, LLC	FRN 0017095704
Fiberlink, LLC d/b/a Columbia Fiber Solutions	FRN 0007472970
Zayo Bandwidth Northwest, Inc.	FRN 0005756358
Zayo Bandwidth Indiana, LLC	FRN 0014155386
901 Front Street, Suite 200	
Louisville, CO 80027	
Tel: (303) 381-4683	

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

ZB is a Delaware limited liability company.

Zayo-TN is a Tennessee limited liability company.

Zayo-NW was a Washington corporation.

CFS was a Washington limited liability company.

Zayo-IN was a New York limited liability company

⁶ ZB filed a notification pursuant to 47 C.F.R. § 64.1120(e) in Docket No. 00-257 on January 5, 2010 (ECFS Filing Receipt Confirmation No. 201015294118).

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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)
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brett.ferenchak@bingham.com

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

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.

Zayo-IN holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20060523-00284 (June 15, 2006).

Zayo-NW hold international Section 214 authority to provide global or limited global resale service granted in IB File No. ITC-214-19990413-00244.

Zayo-TN and CFS do not hold International Section 214 Authorization.

The Merger Parties do not intend to transfer the International Section 214 Authorization of Zayo-IN or Zayo-NW to ZB because ZB holds its own International Section 214 authorization; instead, Zayo-IN and Zayo-NW surrender their International Section 214 Authorizations.

The Parties are each authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-IN, Zayo-NW and CFS also surrender their Domestic Section 214 Authorizations.

Sections 63.04(a)(4) & 63.18(h): Please see Attachment A for the pre- and post-transaction ownership of the Parties. Charts depicting the pre- and post-transaction ownership of the operating entities comprising the Zayo Bandwidth business unit are provided as Attachment B.

The Parties certify that the mergers and change in direct control of Zayo-TN were *pro forma* and that, together with all previous *pro forma* transactions, did not result in a

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change in the actual controlling party of any of the Parties, except that the ZB-Subs ceased to exist upon completion of their mergers with ZB.

* * * *

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,



Jean L. Kiddoo
Brett P. Ferenchak

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 international telecommunications carriers:

Pre-Transaction Ownership of the Parties

- 1) The following entity held a ten percent (10%) or greater direct interest in **Fiberlink, LLC d/b/a Columbia Fiber Solutions, Zayo Bandwidth Indiana, LLC, Zayo Bandwidth Northwest, Inc., Zayo Bandwidth Tennessee, LLC** and **Zayo Bandwidth, 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 the CFS, Zayo-IN, Zayo-NW, and ZB)

Post-Transaction Ownership of the Parties

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

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

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

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

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

- 3) The ZB-Subs do not exist following the completion of the *pro forma* merger with and into ZB, with ZB surviving.

Pre- and Post-Transaction Ownership of Zayo Group

- 1) 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 Group)

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 Group as 100% owner of 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.

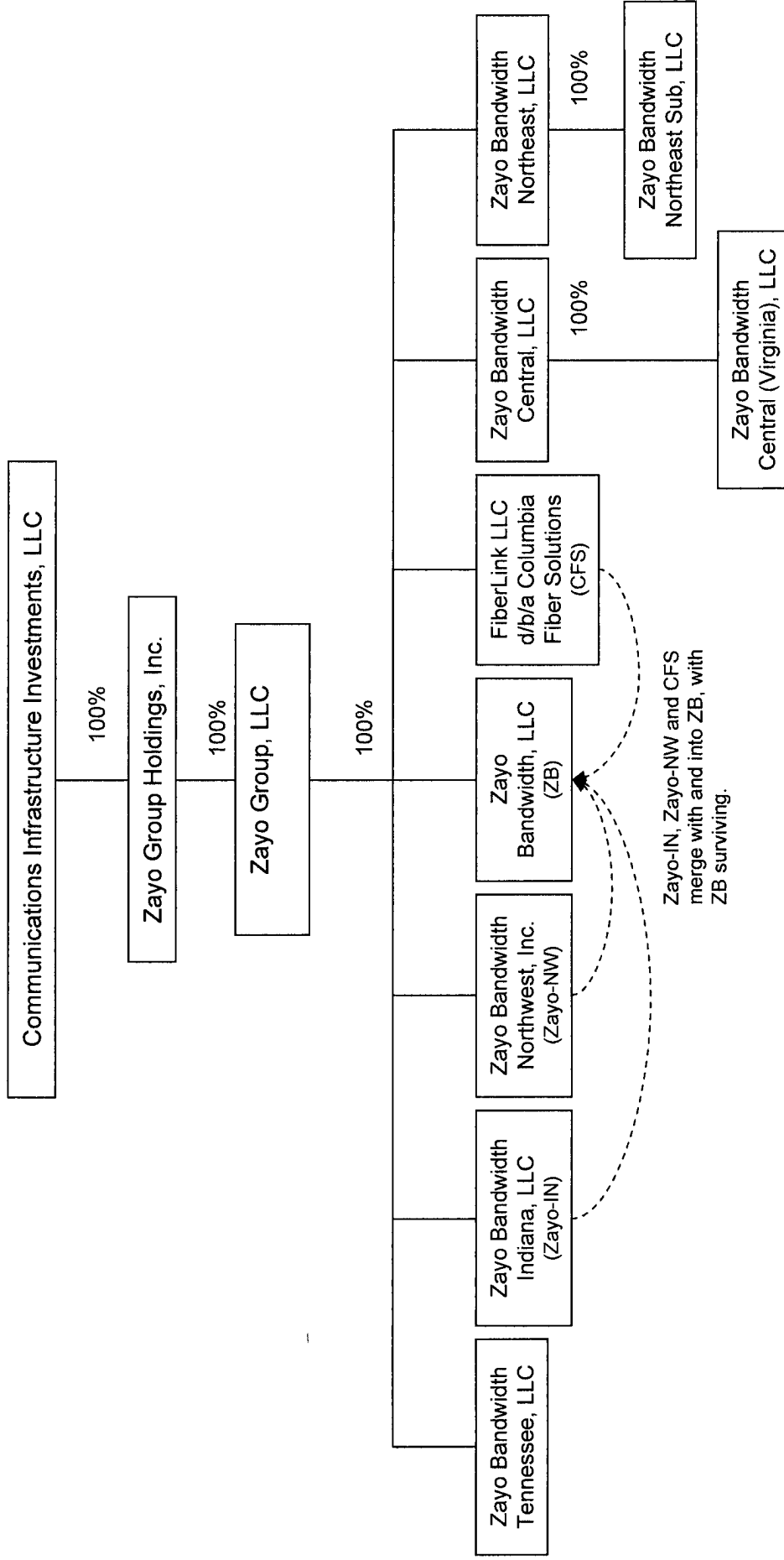
To the Parties' knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in any of the Parties through CII.

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.

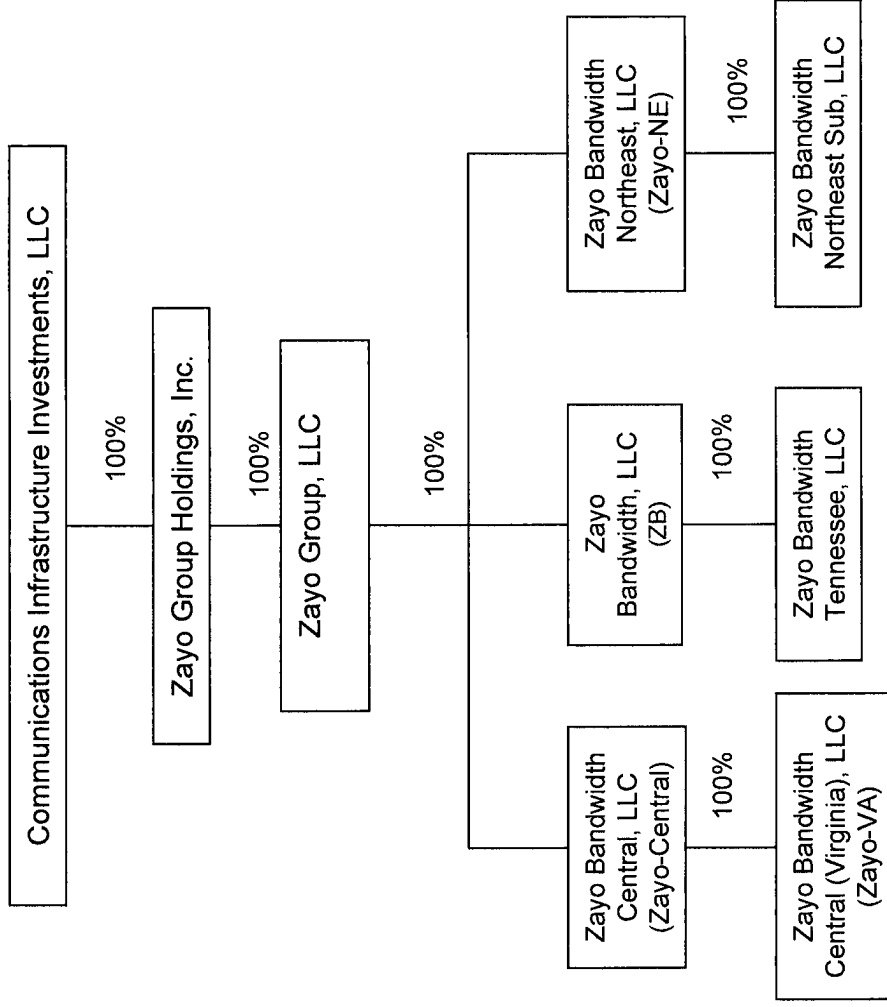
ATTACHMENT B

Pre- and Post-Merger Corporate Structure

Pre-Transaction Chart of Corporate Structure of the Zayo Bandwidth Operating Entities

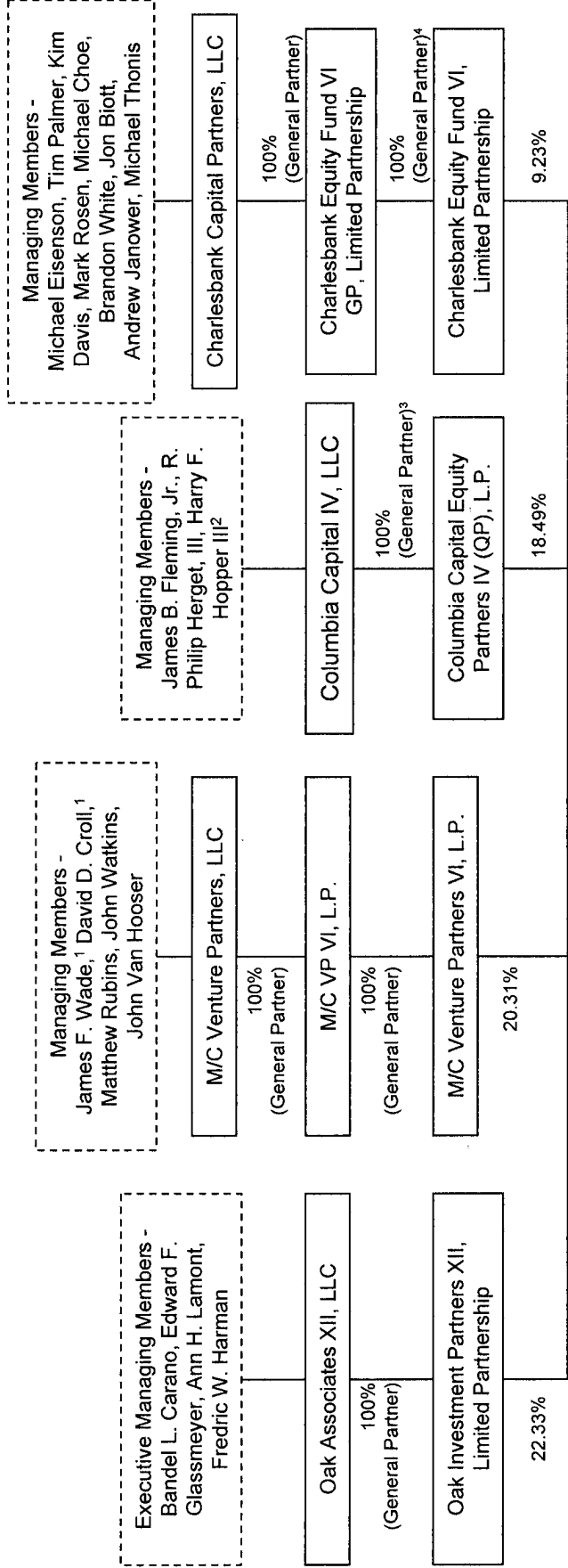


Post-Transaction Chart of Corporate Structure of the Zayo Bandwidth Operating Entities



Zayo-Central, Zayo-VA, Zayo-NE and Zayo-NE Sub will merge with and into ZB, with ZB surviving, upon receipt of all state regulatory approvals.

Pre- and Post-Transaction 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.

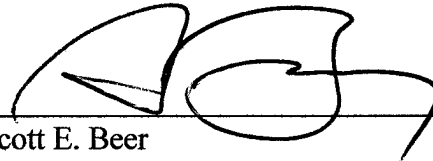
⁴ Charlesbank Equity Fund VI GP, Limited Partnership indirectly controls 10.76% of CII as the general partner of (i) Charlesbank Equity Fund VI, Limited Partnership and (ii) the following funds that collective have an approximately 1.54% direct interest in CII: CB Offshore Equity Fund VI; Charlesbank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

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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.