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Our File No.: 0000353511

July 29, 2011

## 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 by Zayo Group, LLC of the *Pro Forma* Mergers of  
Zayo Bandwidth, LLC, Zayo Bandwidth Tennessee, LLC and Zayo  
Fiber Solutions, LLC**

Dear Ms. Dortch:

Zayo Group, LLC (“Zayo”) and its former subsidiaries, Zayo Bandwidth, LLC (“ZB”), Zayo Bandwidth Tennessee, LLC (“ZB-TN”) and Zayo Fiber Solutions, LLC (“ZFS”) (collectively, the “Parties”), by undersigned counsel and pursuant to 47 C.F.R. § 63.03(d)(2), notify the Commission of the following *pro forma* transactions that were completed on June 30, 2011:

- (1) the *pro forma* merger of ZB-TN with and into ZB, with ZB surviving the merger; and immediately following
- (2) the *pro forma* mergers of ZB and ZFS with and into Zayo, with Zayo surviving the mergers.

These intra-corporate transactions were completed by the Parties to simplify Zayo’s existing corporate structure. The Parties emphasize that these intracorporate *pro forma* transactions did not change the ultimate owners of the Parties or the authorizations held by the Parties.

### Description of the Parties

Zayo is and ZB and ZFS were Delaware limited liability companies. ZB-TN was a Tennessee limited liability company. The Parties have a principal business office at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. ZB-TN was a wholly owned direct subsidiary of ZB, while ZB and ZFS were wholly owned direct subsidiaries of Zayo. Zayo is a wholly owned direct subsidiary of Zayo Group Holdings, Inc. a

Boston  
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Delaware Corporation (“Holdings”), which in turn is wholly owned by Communications Infrastructure Investment, LLC, a Delaware Limited Liability Company (“CII”). CII has no majority owner. Charts that depict the pre- and post-*pro forma* mergers corporate structure of the Parties are provided as Attachment A.<sup>1</sup>

As a result of the *pro forma* mergers Zayo provides Private Line, Ethernet, Wavelength, Dedicated Internet Access (“DIA”), Dark Fiber, and Collocation services to wholesale (e.g., other carriers) and large enterprise customers that were previously served by ZB, ZB-TN and ZFS.

Zayo acquired the domestic and international Section 214 authorizations of ZB as a result of the *pro forma* mergers. The domestic Section 214 authorizations of ZB-TN and ZFS are being surrendered and neither company held an international Section 214 authorization.

#### **Description of the Pro Forma Transactions**

As stated above, on June 30, 2011 the Parties completed (1) the *pro forma* merger of ZB-TN with and into ZB, with ZB surviving the merger and (2) the *pro forma* mergers of ZB and ZFS with and into Zayo, with Zayo surviving the mergers. These mergers resulted in the customers of ZB, ZB-TN and ZFS becoming customers of Zayo. Charts depicting the pre- and post-*pro forma* mergers corporate structure of the Parties are provided as Attachment A.

The *pro forma* mergers did not result in any changes to the services received by customers, including rates, terms and conditions of service. Each of the affected customers were transferred pursuant to terms of that customer’s service contract that permit transfer to affiliates and/or pursuant to the customer’s written authorization and affected customers received notice of these *pro forma* changes. Affected telecommunications service customers of the ZB and ZB-TN<sup>2</sup> were notified of the *pro forma* provider change that occurred as a result of the mergers by a bill notation provided in their invoices issued on or around April 1, 2011.<sup>3</sup>

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<sup>1</sup> Another FCC-regulated subsidiary of Zayo, American Fiber Systems, Inc., was not affected by the *pro forma* mergers.

<sup>2</sup> ZFS provided only dark fiber facilities to its customers, which are not telecommunications services subject to 47 C.F.R. § 64.1120(e).

<sup>3</sup> Zayo filed a notification pursuant to 47 C.F.R. § 64.1120(e) in Docket No. 00-257 on April 1, 2011 (ECFS Filing Receipt Confirmation No. 201141122247).

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**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 Group, LLC (Assignee)	<b>FRN 0016555849</b>
Zayo Bandwidth, LLC (Assignor)	<b>FRN 0019133826</b>
Zayo Bandwidth Tennessee, LLC (Assignor)	<b>FRN 0017095704</b>
Zayo Fiber Solutions, LLC (Assignor)	<b>FRN 0019066141</b>
400 Centennial Parkway, Suite 200	
Louisville, CO 80027	
Tel: 303-381-4664	

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

Zayo is a Delaware limited liability company.

ZB and ZFS were Delaware limited liability companies.

ZB-TN was a Tennessee limited liability company

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:

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

ZB, ZB-TN and ZFS were authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01.

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Zayo acquired ZB's Domestic and International Section 214 authorizations as a result of the *pro forma* merger.

Sections 63.04(a)(4) & 63.18(h): Please see Attachment A for charts depicting the pre- and post-*pro forma* mergers corporate structure of the Parties. Please see Attachment B for the pre- and post-*pro forma* mergers ownership of the Parties.

The Parties certify that the mergers 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.

\* \* \* \*

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

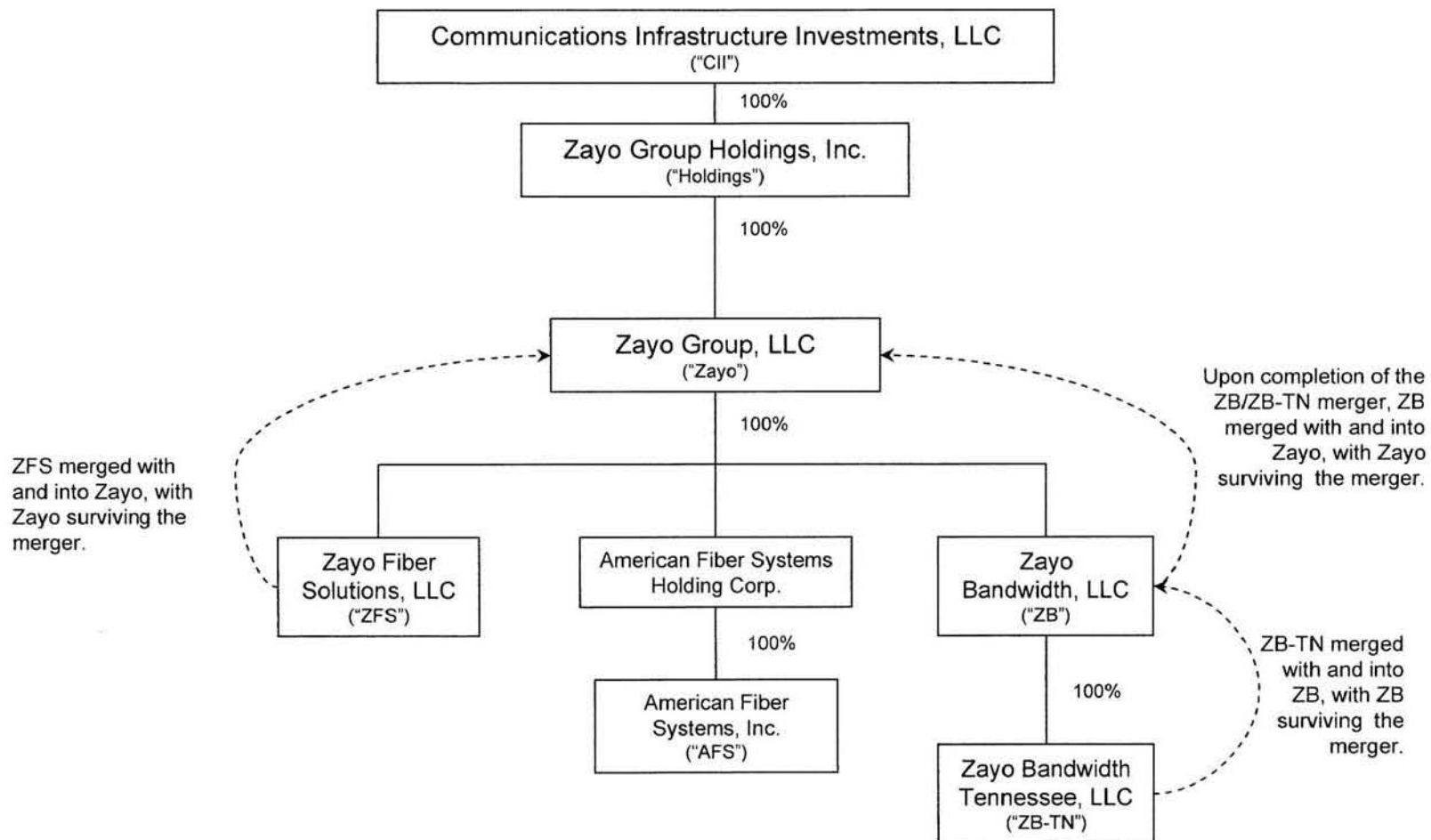
Attachments

**ATTACHMENT A**

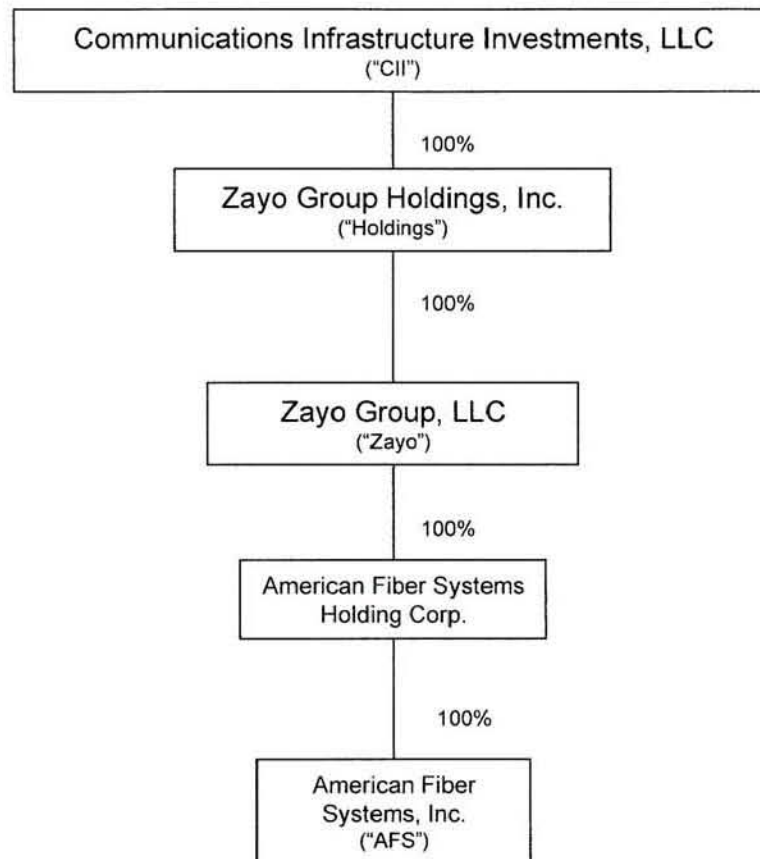
Pre- and Post-*Pro Forma* Transactions Corporate Structure



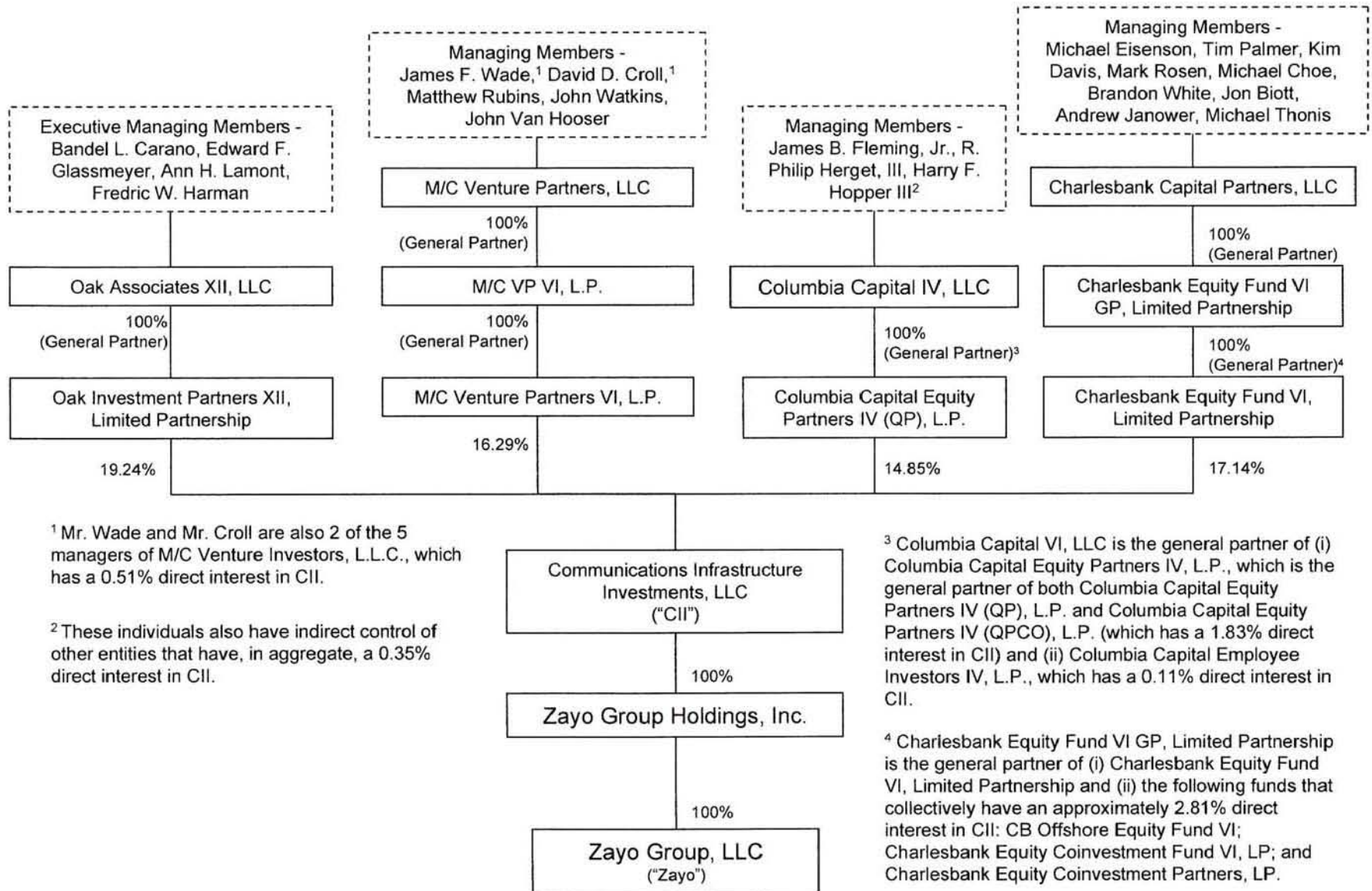
## Pre-Pro Forma Mergers Corporate Structure of the Parties



## Post-Pro Forma Mergers Corporate Structure of Zayo Group, LLC



## Pre- and Post-Pro Forma Merger Corporate Structure of CII





## **ATTACHMENT B**

### **Ownership**

The following entities hold, directly or indirectly a 10% or greater interest<sup>1</sup> in the Parties as calculated pursuant to the Commission ownership attribution rules for domestic and international telecommunications carriers:

#### **Pre-Pro Forma Merger Direct Ownership of the ZB, ZB-TN and ZFS**

Prior to the *pro forma* merger, the following entity held a ten percent (10%) or greater direct interest in **Zayo Bandwidth Tennessee, LLC**:

Name:	Zayo Bandwidth, LLC
Address:	400 Centennial Parkway, Suite 200 Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100% (directly in ZB-TN)

Prior to the *pro forma* merger, the following entity held a ten percent (10%) or greater direct interest in **Zayo Bandwidth, LLC** and **Zayo Fiber Solutions, LLC**:

Name:	Zayo Group, LLC
Address:	400 Centennial Parkway, Suite 200 Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100% (directly in ZB and ZFS)

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

Current (Pre- and Post-*Pro Forma* Merger) Ownership of Zayo

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

Name: Zayo Group Holdings, Inc. (“Holdings”)  
Address: 400 Centennial Parkway, Suite 200  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (directly in Zayo)

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

Name: Communications Infrastructure Investments, LLC  
Address: 400 Centennial Parkway, Suite 200  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (directly Holdings)

- 3) 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: 19.24% (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: 19.24% (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: 16.29% (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: 16.29% (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: 16.29% (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 0.51% 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: 14.85% (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: 16.84% (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. (1.83% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.11% 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 0.35% 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, Limited Partnership  
("Charlesbank VI")  
Address: 200 Clarendon, 5th Floor  
Boston, MA 02116  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 17.14% (directly in CII)

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: 19.95% (indirectly in CII as the general partner of  
(i) Charlesbank VI, (ii) CB Offshore Equity Fund  
VI (1.99% direct interest in CII), (iii) Charlesbank  
Equity Coinvestment Fund VI, LP (0.73% direct  
interest in CII), and (iv) Charlesbank Equity  
Coinvestment Partners, LP (0.09% 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: 19.95% (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.

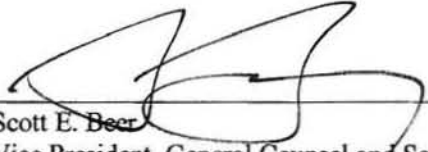
To the Parties' knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in any of the Parties through CII.

Zayo does not have an interlocking directorates with a foreign carrier. Zayo, however, holds a reseller registration and Basic International Telecommunications Services License in Canada and thus is a foreign carrier.

**VERIFICATION**

I, Scott E. Beer, state that I am the Vice President, General Counsel and Secretary Zayo Group, LLC, the successor in interest to Zayo Bandwidth, LLC, Zayo Bandwidth Tennessee, LLC and Zayo Fiber Solutions, LLC (collectively, the "Parties"); 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 27 day of July, 2011.

  
\_\_\_\_\_  
Scott E. Beer  
Vice President, General Counsel and Secretary  
Zayo Group, LLC