

Jean L. Kiddoo  
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March 27, 2013

**Via IBFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Room TW-A325  
Washington, DC 20554  
Attn: International Bureau

**Re: Notification Regarding *Pro Forma* Intra-Corporate Changes Resulting in the *Pro Forma* Change in Ownership or Assignment of Certain International Section 214 Authorizations**

Dear Ms. Dortch:

Zayo Group, LLC (“Zayo”), 360networks holdings (USA) inc. (“360-holdings”), AboveNet Communications, Inc. (“AboveNet”), AboveNet International, Inc. (“ABN-Intl”), American Fiber Systems, Inc. (“AFS”) and USCarrier Telecom, LLC (“USCarrier”) (collectively, the “Parties”), by undersigned counsel and pursuant to 47 C.F.R. § 63.24(f), notify the Commission of the following *pro forma* intra-company transactions (the “*Pro Forma* Transactions”) that resulted in the change in ownership or assignment<sup>1</sup> of certain of the international Section 214 authorizations (“Authorizations” and each an “Authorization”) of the Parties:

- 1) The *pro forma* assignment of the Authorization of 360-holdings to Zayo;<sup>2</sup>
- 2) The *pro forma* assignment of the Authorization of AboveNet to Zayo and the related *pro forma* change in direct ownership of ABN-Intl from AboveNet to Zayo;<sup>3</sup> and

<sup>1</sup> As used in this Notification, “assignment” only reflects the use of the term in the Commission’s rules and does not reflect that the *Pro Forma* Transactions resulted in an “assignment” for purposes of corporate or contract law.

<sup>2</sup> The *pro forma* assignment of 360-holdings’s Authorization to Zayo resulted from (1) the merger of 360-holdings with and into Zayo, whereupon the separate existence of 360-holdings ceased and Zayo was the surviving entity. Upon grant of this *pro forma* assignment, Zayo will surrender 360-holdings’ Authorization. Zayo continues to operate under Zayo’s existing Authorization.

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Washington

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

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- 3) The *pro forma* assignment of the Authorization of AFS to Zayo and related *pro forma* change in indirect ownership of USCarrier.<sup>4</sup>

360-holdings, AboveNet, ABN-Intl and AFS are all direct or indirect subsidiaries of Zayo, and the *Pro Forma* Transactions described herein were undertaken to simplify Zayo's existing corporate structure and reduce the reporting and accounting burdens of Zayo (and the regulatory agencies who receive such reports) and provide operational efficiencies.

**Information Required by Section 63.24(f)(2)**

As required by Section 63.24(f)(2), the Parties provide the following information required by 63.18(a) through (d) and (h):

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<sup>3</sup> The *pro forma* assignment of AboveNet's Authorization to Zayo and the *pro forma* change in direct ownership of ABN-Intl to Zayo resulted from the successive mergers (1) of AboveNet with and into AboveNet, Inc. ("ABN-Parent"), whereupon the separate existence of AboveNet ceased and ABN-Parent was the surviving entity and (2) of ABN-Parent with and into Zayo, whereupon the separate existence of ABN-Parent ceased and Zayo was the surviving entity. Upon grant of this *pro forma* assignment, Zayo will surrender AboveNet's Authorization. Zayo continues to operate under Zayo's existing Authorization. ABN-Intl and its subsidiary, Zayo Group EU Limited ("Zayo-EU"), continue to operate under ABN-Intl's existing Authorization.

<sup>4</sup> The *pro forma* assignment of AFS's Authorization to Zayo and the *pro forma* change in indirect ownership of USCarrier resulted from the successive mergers (1) of AFS with and into American Fiber Systems Holding Corp. ("AFSHC"), whereupon the separate existence of AFS ceased and AFSHC was the surviving entity and (2) of AFSHC with and into Zayo, whereupon the separate existence of AFSHC ceased and Zayo was the surviving entity. Upon grant of this *pro forma* assignment, Zayo will surrender AFS's Authorization. Zayo continues to operate under Zayo's existing Authorization. USCarrier continues to operate under its existing Authorization. In the coming months, Zayo expects that USCarrier will roll up into Zayo, whereupon Zayo and USCarrier will file a similar notification and USCarrier's Authorization will be surrendered.

Marlene H. Dortch, Secretary  
March 27, 2013  
Page 3

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

Zayo Group, LLC  
360networks holdings (USA) inc.  
AboveNet Communications, Inc.  
AboveNet International, Inc.  
American Fiber Systems, Inc.  
USCarrier Telecom, LLC  
400 Centennial Parkway, Suite 200  
Louisville, CO 80027  
303-381-4664

Sections 63.18(b): Organization of the Parties:

ZG is a Delaware limited liability company.

360holdings was a Nevada corporation.

AboveNet and AFS were Delaware corporations.

ABN-Intl is a Delaware corporation.

USCarrier is a Georgia limited liability company.

Section 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 or held the following international Section 214 authorities:

Zayo 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.

360-holdings held international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20010117-00029.<sup>5</sup> Upon grant of the *Pro Forma* Transactions, Zayo will surrender 360-holdings' Authorization.

AboveNet holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-19990218-00110. Upon grant of the *Pro Forma* Transactions, Zayo will surrender AboveNet's Authorization.

ABN-Intl holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-19990923-00617.<sup>6</sup>

AFS held international Section 214 authority to provide global facilities-based service and global resale service granted in IB File No. ITC-214-20000929-00551. Upon grant of the *Pro Forma* Transactions, Zayo will surrender AFS's Authorization.

USCarrier holds international Section 214 authority to provide global resale services granted in IB File No. ITC-214-19980224-00140.<sup>7</sup>

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<sup>5</sup> The international Section 214 authority was originally granted to Dynegy Connect, L.P. and assigned to 360networks Corporation, the parent company of 360-holdings, in IB File No. File No. ITC-ASG-20041217-00510. The authority was then assigned to 360-holdings in IB File No. ITC-ASG-20110923-00304. 360networks (USA) inc. ("360networks"), the direct subsidiary of 360-holdings, also operated pursuant to the Authorization of 360-holdings. 360networks also will roll up into Zayo as part of the *Pro Forma* Transactions.

<sup>6</sup> Zayo-EU provides international telecommunications services, pursuant to Section 63.21(h), under the international Section 214 authority of its parent, ABN-Intl.

<sup>7</sup> USC's international Section 214 authority was originally granted under USC's prior name, Georgia Independent Telco Group, L.L.C., in IB File No. ITC-98-170.

Marlene H. Dortch, Secretary  
March 27, 2013  
Page 5

The following subsidiary of Zayo holds international Section 214 authority but was not affected by the *Pro Forma* Transactions that were completed on March 12, 2013:

First Telecom Services, LLC (“FTS”) holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20100827-00347.<sup>8</sup>

Through Zayo Holdings, Zayo is also affiliated with the following carriers that hold international Section 214 authority:

Onvoy, Inc. (“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. ITC-214-19971205-00766 (old IB File No. ITC-97-769).<sup>9</sup>

Zayo Enterprise Networks, LLC (“ZEN”) holds international Section 214 authority to provide global or limited global resale service granted in IB File No. ITC-214-20091016-00444 (Nov. 27, 2009).

Sections 63.18(h): See **Attachment 1** for the ownership of the Parties. See **Attachment 2** for pre-*Pro Forma* Transactions and current corporate structure of the Parties.

The Parties certify that the intra-company transactions described herein were *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of the Parties or Authorizations.

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<sup>8</sup> In the coming months, Zayo expects that FTS will roll up into Zayo, whereupon Zayo and FTS will file a similar notification and FTS’s Authorization will be surrendered.

<sup>9</sup> The international Section 214 authorities were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its 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 27, 2013  
Page 6

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

A handwritten signature in blue ink that reads "Brett P Ferenchak". The signature is written in a cursive style with a clear, legible font.

Jean L. Kiddoo  
Brett P. Ferenchak

Counsel for the Parties

## ATTACHMENT 1

### Answer to Question 11 - Section 63.18(h) Ownership Information

The following entities currently 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 international telecommunications carriers:

a) Ownership of USCarrier:

The following entities hold a ten percent (10%) or greater, direct or indirect, interest in **USCarrier Telecom LLC**:

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

Name:	Zayo Group, LLC
Address:	400 Centennial Parkway, Suite 200 Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100% (indirectly in USCarrier as 100% direct owner of USC Holdings)

b) Ownership of Zayo

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

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

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

Name: Communications Infrastructure Investments, LLC (“CII”)  
Address: 400 Centennial Parkway, Suite 200  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (indirectly in Zayo as the 100% owner of Zayo Holdings)

c) Ownership of CII:

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

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: 15.06% (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: 15.06% (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 Zayo’s knowledge, no other person or entity, directly or indirectly, owns or controls 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: 13.24% (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: 13.24% (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: 13.24% (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 0.42% direct interest in CII.

To the Zayo's knowledge, no other person or entity, directly or indirectly, owns or controls 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: 12.07% (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: 13.65% (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. (1.49% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.09% 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 of other entities that have, in the aggregate, a 0.29% direct interest in CII.

To the Zayo'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, Limited Partnership  
("Charlesbank VI")  
Address: 200 Clarendon, 5th Floor  
Boston, MA 02116  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 11.22% (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: 13.06% (indirectly in CII as the general partner of the following funds that have direct ownership interests in CII (i) Charlesbank VI, (ii) CB Offshore Equity Fund VI, (iii) Charlesbank Equity

Coinvestment Fund VI, LP, and (iv) Charlesbank  
Equity Coinvestment Partners, LP)

Name: Charlesbank Capital Partners, LLC  
Address: 200 Clarendon, 5th Floor  
Boston, MA 02116  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 13.06% (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 Zayo's knowledge, no other person or entity, directly or indirectly,  
owns or controls a 10% or greater interest in CII through Charlesbank VI  
GP.

Name: GTCR Fund X/A LP  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 11.08% (directly in CII)

Name: GTCR Partners X/A&C LP  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 14.46% (indirectly in CII as the general partner of  
(i) GTCR Fund X/A LP, and (ii) GTCR Fund X/C  
LP (3.38% direct interest in CII))

Name: GTCR Investment X LLC  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 14.56% (indirectly in CII as the general partner of  
(i) GTCR Partners X/A&C LP, and (ii) GTCR Co-  
Invest X LP (0.10% direct interest in CII))

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  
David S. Katz  
Constantine S. Mihas  
Collin E. Roche  
Sean L. Cunningham  
Aaron D. Cohen

To the Zayo's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through GTCR Fund X/A LP, GTCR Partners X/A&C LP or GTCR Investment X LLC.

**Answer to Question 12 - Section 63.18(h) Interlocking Directorates**

Except for its following subsidiaries and affiliates, which have substantially the same officers and directors as Zayo, Zayo does not have any interlocking directorates with a foreign carrier: FTS, Zayo-EU, AboveNet Canada Inc. ("ABN-Canada"), Zayo Group UK Limited ("Zayo-UK"), MFN Japan KK ("ABN-Japan"), Onvoy and ZEN. FTS, ABN-Canada, Onvoy and ZEN are each a non-dominant foreign carrier in Canada. Zayo-EU is a non-dominant foreign carrier in France, Germany and the Netherlands. Zayo-UK is a non-dominant foreign carrier in Germany and the United Kingdom. ABN-Japan is a non-dominant foreign carrier in Japan. In addition, Zayo also holds a Reseller Registration and License for Basic International

Telecommunications Services (“BITS”) in Canada and thus is a non-dominant foreign carrier itself.

**Answer to Question 13 - Description of Transfers of Control and Assignments**

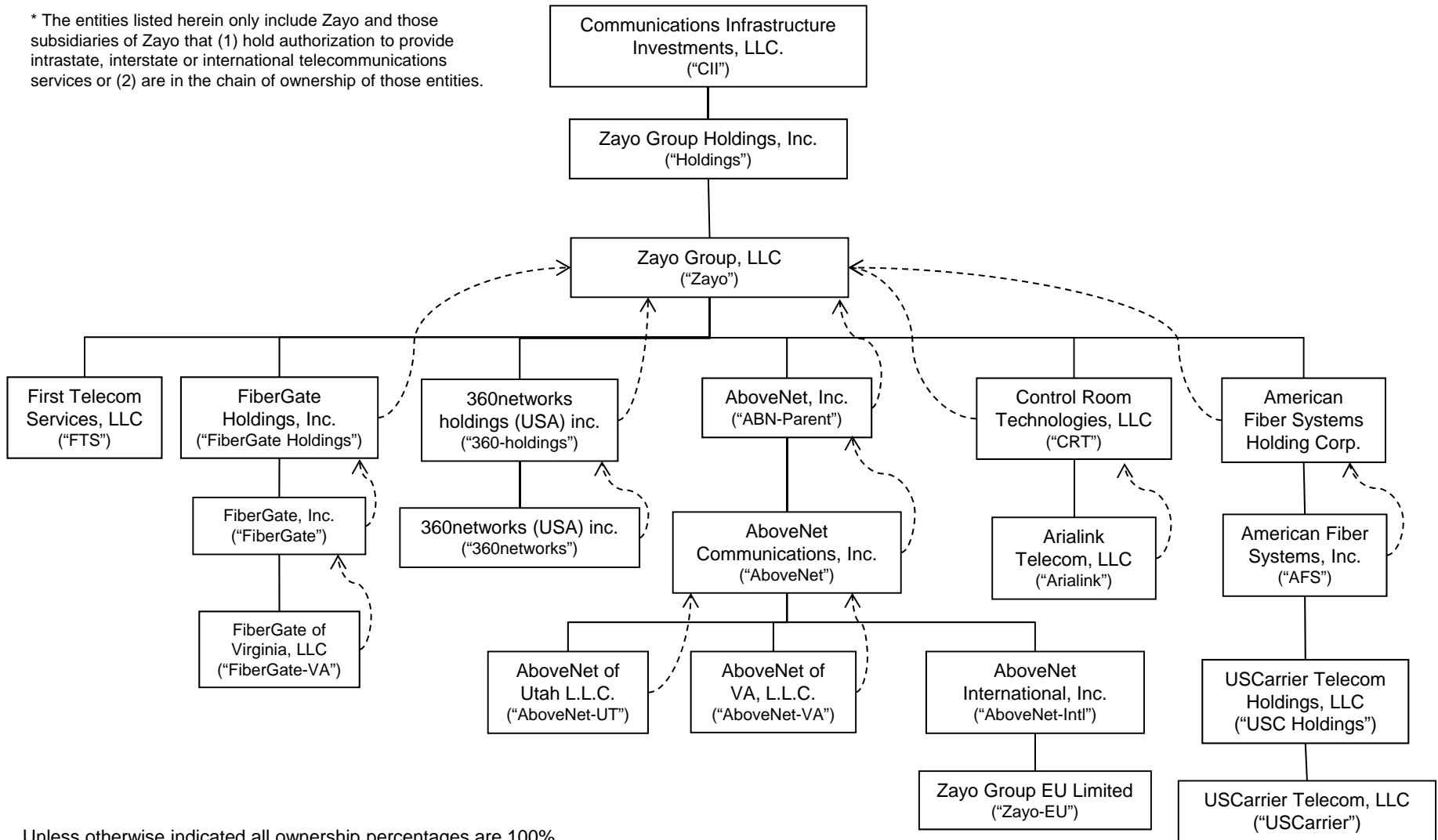
- 1) The *pro forma* assignment of the Authorization of 360-holdings to Zayo: The *pro forma* assignment of 360-holdings’s Authorization to Zayo resulted from (1) the merger of 360-holdings with and into Zayo, whereupon the separate existence of 360-holdings ceased and Zayo was the surviving entity.
- 2) The *pro forma* assignment of the Authorization of AboveNet to Zayo: The *pro forma* assignment of AboveNet’s Authorization to Zayo resulted from the successive mergers (1) of AboveNet with and into AboveNet, Inc. (“ABN-Parent”), whereupon the separate existence of AboveNet ceased and ABN-Parent was the surviving entity and (2) of ABN-Parent with and into Zayo, whereupon the separate existence of ABN-Parent ceased and Zayo was the surviving entity.
- 3) The *pro forma* change in direct ownership of ABN-Intl from AboveNet to Zayo: The *pro forma* change in direct ownership of ABN-Intl from AboveNet to Zayo also resulted from the successive mergers (1) of AboveNet with and into ABN-Parent, whereupon the separate existence of AboveNet ceased and ABN-Parent was the surviving entity and (2) of ABN-Parent with and into Zayo, whereupon the separate existence of ABN-Parent ceased and Zayo was the surviving entity.
- 4) The *pro forma* assignment of the Authorization of AFS to Zayo: The *pro forma* assignment of AFS’s Authorization to Zayo resulted from the successive mergers (1) of AFS with and into American Fiber Systems Holding Corp. (“AFSHC”), whereupon the separate existence of AFS ceased and AFSHC was the surviving entity and (2) of AFSHC with and into Zayo, whereupon the separate existence of AFSHC ceased and Zayo was the surviving entity.
- 5) The *pro forma* change in indirect ownership of USCarrier: The *pro forma* change in indirect ownership of USCarrier also resulted from the successive mergers (1) of AFS with and into AFSHC, whereupon the separate existence of AFS ceased and AFSHC was the surviving entity and (2) of AFSHC with and into Zayo, whereupon the separate existence of AFSHC ceased and Zayo was the surviving entity.

**ATTACHMENT 2**

**Corporate Organizational Structure of the Parties  
Before and After the *Pro Forma* Transactions**

# Corporate Organizational Structure of the Parties Before the *Pro Forma* Transactions

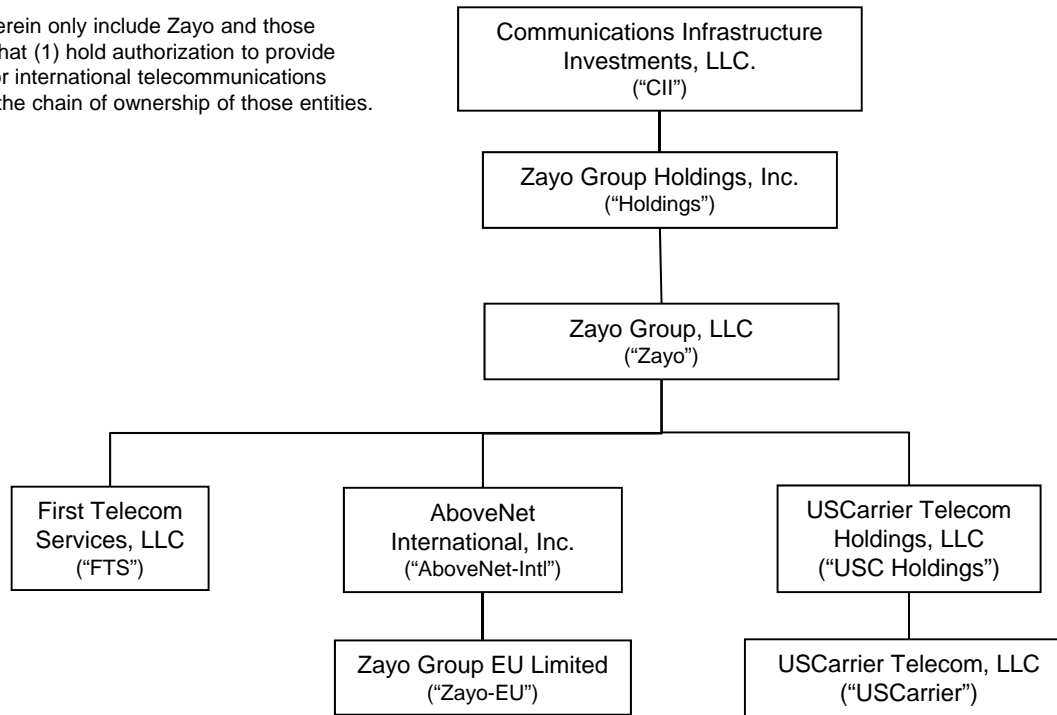
\* The entities listed herein only include Zayo and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities.



Unless otherwise indicated all ownership percentages are 100%.

# Corporate Organizational Structure of the Parties After the *Pro Forma* Transactions

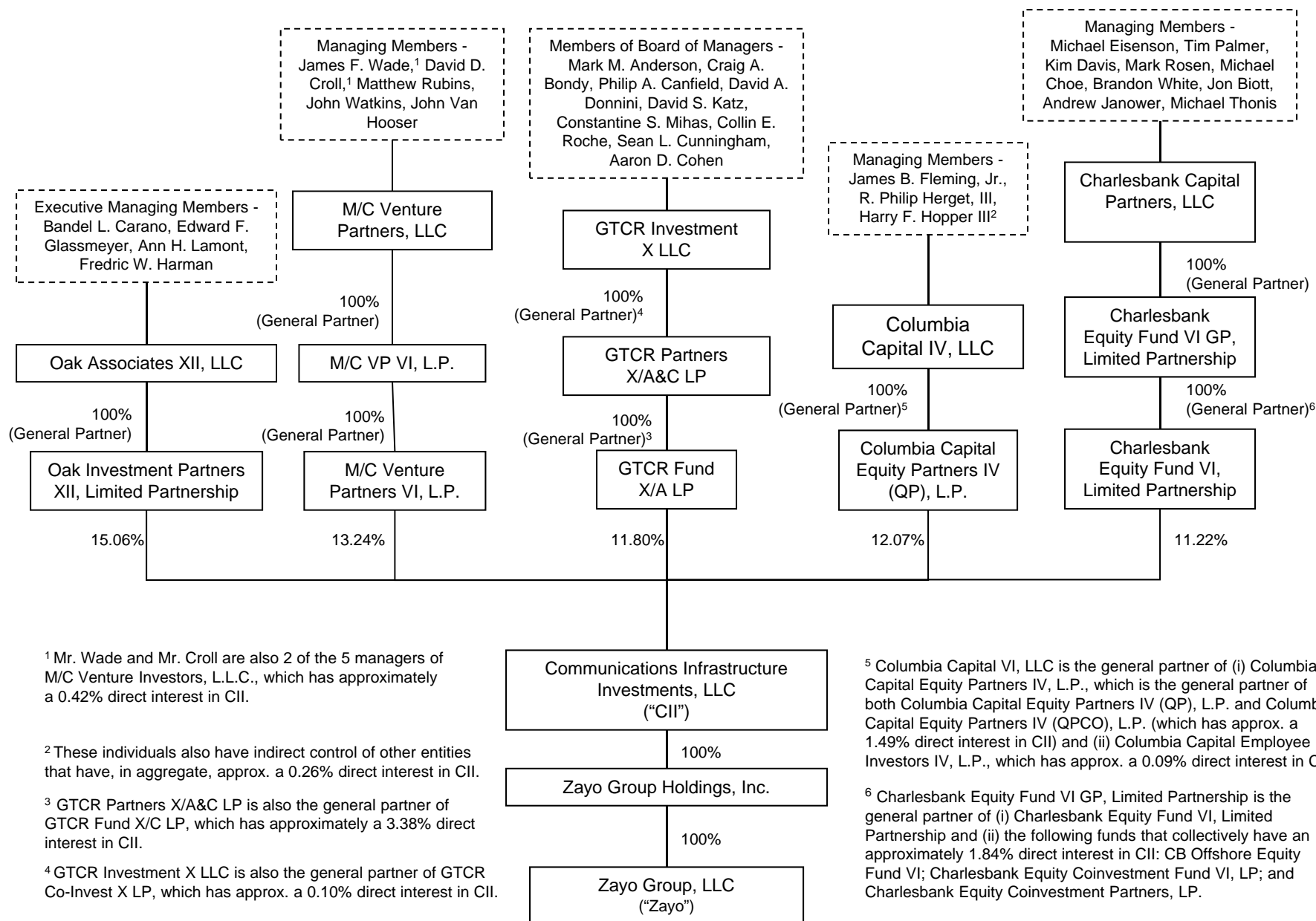
\* The entities listed herein only include Zayo and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities.



Unless otherwise indicated all ownership percentages are 100%.



# Corporate Organizational Structure of CII



<sup>1</sup> Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has approximately a 0.42% direct interest in CII.

<sup>2</sup> These individuals also have indirect control of other entities that have, in aggregate, approx. a 0.26% direct interest in CII.

<sup>3</sup> GTCR Partners X/A&C LP is also the general partner of GTCR Fund X/C LP, which has approximately a 3.38% direct interest in CII.

<sup>4</sup> GTCR Investment X LLC is also the general partner of GTCR Co-Invest X LP, which has approx. a 0.10% direct interest in CII.

<sup>5</sup> 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 approx. a 1.49% direct interest in CII) and (ii) Columbia Capital Employee Investors IV, L.P., which has approx. a 0.09% direct interest in CII.

<sup>6</sup> Charlesbank Equity Fund VI GP, Limited Partnership is the general partner of (i) Charlesbank Equity Fund VI, Limited Partnership and (ii) the following funds that collectively have an approximately 1.84% 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, am Vice President, General Counsel and Secretary of Zayo Group, LLC 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 with respect to the Company 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 21<sup>st</sup> day of March, 2013.



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