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June 28, 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 Change Resulting  
in the *Pro Forma* Change in Assignment of an International Section 214  
Authorization**

Dear Ms. Dortch:

Zayo Group, LLC (“Zayo”) 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 a *pro forma* intra-company transaction (the “*Pro Forma* Transaction”) completed on June 21, 2013, that resulted in the assignment<sup>1</sup> of the international Section 214 authorization (“Authorization”) of USCarrier.<sup>2</sup> USCarrier was an indirect subsidiary of Zayo, and the *Pro Forma* Transaction described herein was 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.<sup>3</sup>

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<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 USCarrier’s Authorization to Zayo resulted from the merger of USCarrier with and into USCarrier Telecom Holdings, LLC (“USC Holdings”), whereupon the separate existence of USCarrier ceased and USC Holdings was the surviving entity, immediately followed by the merger of USC Holdings with and into Zayo, whereupon the separate existence of USC Holdings ceased and Zayo was the surviving entity. Upon grant of this *pro forma* assignment, Zayo will surrender USCarrier’s Authorization. Zayo continues to operate under Zayo’s existing Authorization.

<sup>3</sup> This *Pro Forma* Transaction is part of a series of *pro form* intra-company

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

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**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):

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

Zayo Group, LLC  
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.

USCarrier was 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)  
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transactions, the first of which were completed on March 12, 2013. *See* IB File Nos. ITC-ASG-20130327-00098, ITC-ASG-20130327-00096, ITC-ASG-20130327-00097, ITC-T/C-20130327-00085; ITC-T/C-20130327-00099 and ITC-ASG-20130506-00131.

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Section 63.18(d): The Parties hold or held the following international Section 214 authorizations:

Zayo holds international Section 214 authorizations to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20091106-00475 and IB File No. ITC-214-20100827-00347.<sup>4</sup>

USCarrier held international Section 214 authority to provide global resale services granted in IB File No. ITC-214-19980224-00140.<sup>5</sup> Upon grant of the *Pro Forma* Transaction, Zayo will surrender USCarrier's Authorization.

The following subsidiary of Zayo holds international Section 214 authorizations but were not affected by the *Pro Forma* Transaction that was completed on June 21, 2013:

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

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<sup>4</sup> As a result of the *pro forma* transactions described in IB File No. ITC-ASG-20130506-00131, Zayo obtained the international Section 214 authorization granted to First Telecom Services, LLC (ITC-214-20100827-00347). Zayo intends to surrender that authorization along with the Authorization of USCarrier upon grant of the *Pro Forma* Transaction.

<sup>5</sup> USCarrier's international Section 214 authorization was originally granted under USCarrier's prior name, Georgia Independent Telco Group, L.L.C., in IB File No. ITC-98-170.

<sup>6</sup> Zayo Group EU Limited (f/k/a AboveNet Communications Europe Limited) ("Zayo-EU") provides international telecommunications services, pursuant to Section 63.21(h), under the international Section 214 authorization of its parent, ABN-Intl.

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facility between the United States and Canada granted in IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).<sup>7</sup>

Zayo Enterprise Networks, LLC (“ZEN”) holds international Section 214 authorization 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* Transaction and current corporate structure of the Parties.

The Parties certify that the intra-company transaction 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 Authorization.

\* \* \* \*

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

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<sup>7</sup> The international Section 214 authorizations 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.

## 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 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)

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)

b) 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)

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

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: Zayo-EU, AboveNet Canada Inc. (“ABN-Canada”), Zayo Group UK Limited (“Zayo-UK”), MFN Japan KK (“ABN-Japan”), Onvoy and ZEN. 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**

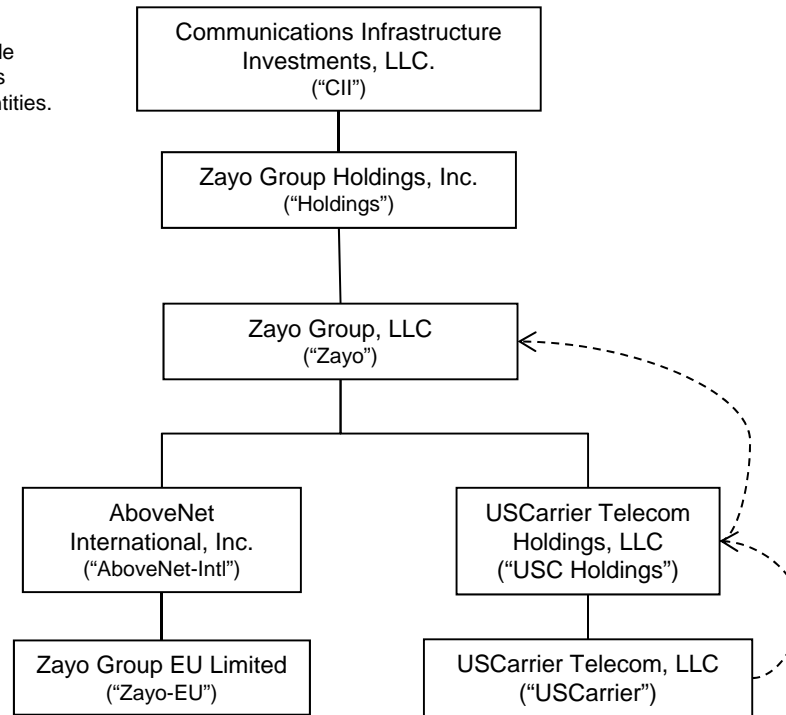
The *pro forma* assignment of USCarrier’s Authorization to Zayo resulted from the the merger of USCarrier with and into USC Holdings, whereupon the separate existence of USCarrier ceased and USC Holdings was the surviving entity, immediately followed by the merger of USC Holdings with and into Zayo, whereupon the separate existence of USC Holdings ceased and Zayo was the surviving entity.

**ATTACHMENT 2**

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

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

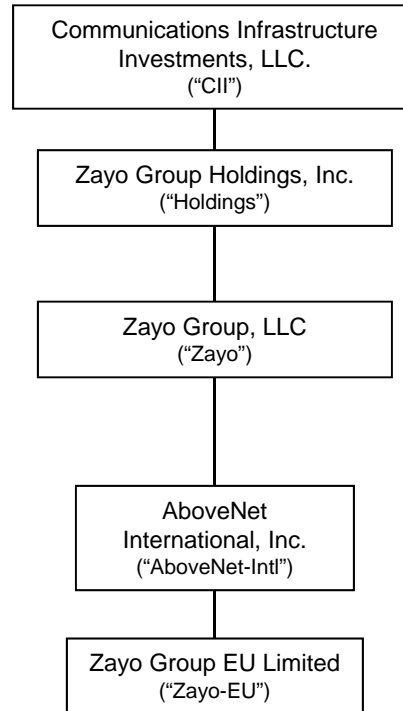
\* The entities listed herein only include Zayo and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities.



Unless otherwise indicated all ownership percentages are 100%.

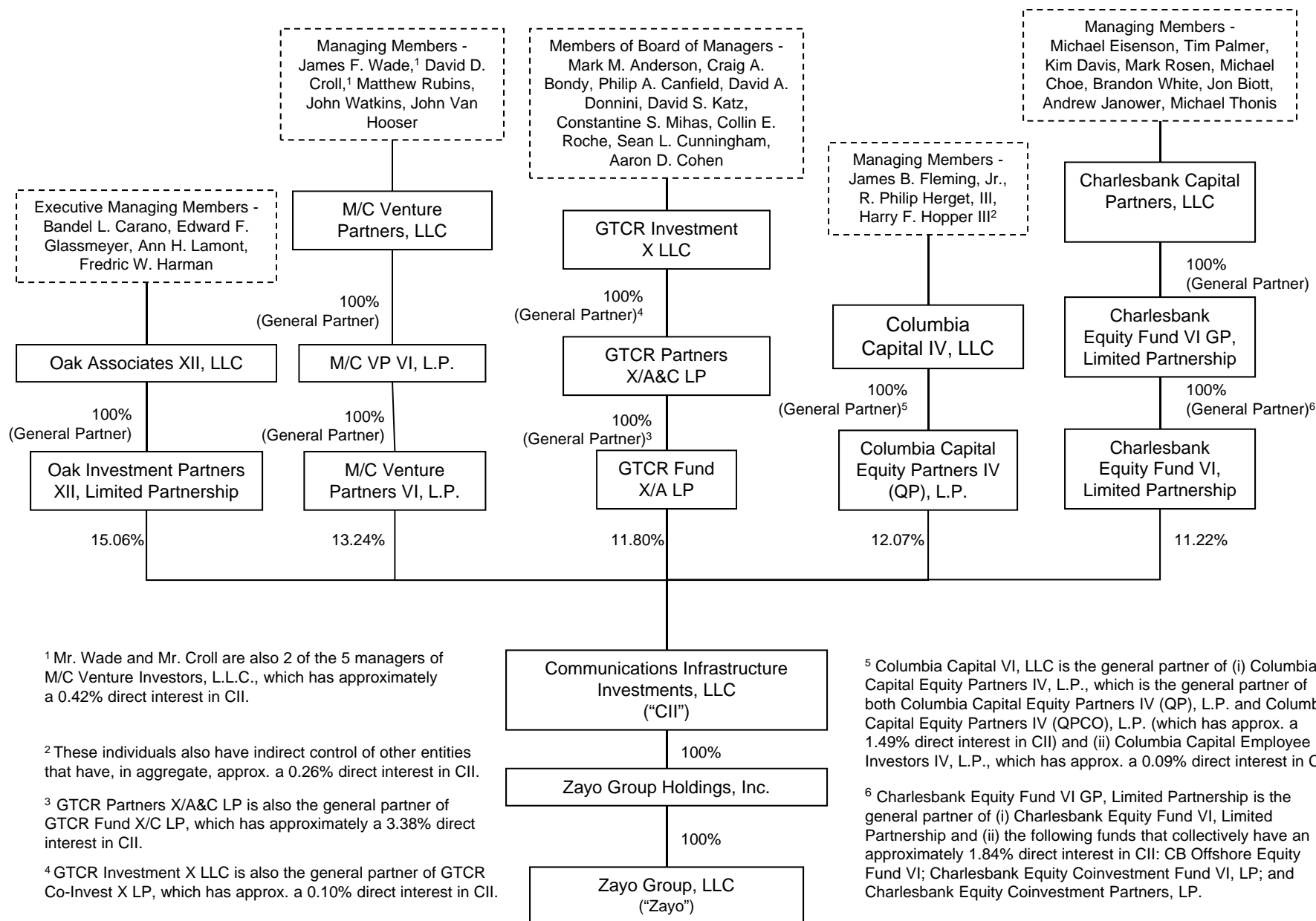
# Corporate Organizational Structure of the Parties After the *Pro Forma* Transaction

\* 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.

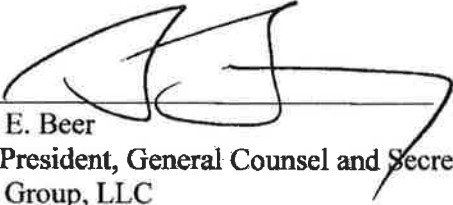
<sup>5</sup> Columbia Capital VI, LLC is the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. and Columbia Capital Equity Partners IV (QPCO), L.P. (which has approx. a 1.49% direct interest in CII) and (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, state that I am Vice President, General Counsel and Secretary of Zayo Group, LLC and its subsidiaries in the foregoing filing (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 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 28<sup>th</sup> day of June, 2013.

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