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Our File No.: 0000342779

June 17, 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 Zayo Bandwidth Northeast, LLC,  
Zayo Bandwidth Northeast Sub, LLC and Zayo Bandwidth Central, LLC  
with and into Zayo Bandwidth, LLC**

**Request of Zayo Bandwidth Northeast, LLC to Surrender Its International  
Section 214 Authorization**

Dear Ms. Dortch:

Zayo Bandwidth Northeast, LLC (“Zayo-NE”), Zayo Bandwidth Northeast Sub, LLC (“Zayo-NE Sub”), Zayo Bandwidth Central, LLC (“Zayo-Central”) (Zayo-NE, Zayo-NE Sub and Zayo-Central collectively, the “ZB-Subs”) and Zayo Bandwidth, LLC (“ZB”) (the ZB-Subs and ZB collectively, the “Parties”), by undersigned counsel and pursuant to 47 C.F.R. § 63.03(d)(2), notify the Commission of the intracorporate *pro forma* mergers of the ZB-Subs with and into ZB, with ZB surviving the mergers. The Parties emphasize that these intracorporate *pro forma* merger did not change the ultimate owners of the Parties, except that the ZB-Subs ceased to exist following their mergers with ZB.

The Parties do not intend to transfer the International Section 214 Authorization of Zayo-NE to ZB because ZB holds its own International Section 214 authorization. Instead, Zayo-NE surrenders its International Section 214 Authorization since Zayo-NE no longer provides service or exists as a separate corporate entity.

**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

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2020 K Street NW  
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entities, Zayo Group has greatly simplified its corporate structure and reduced the reporting and accounting burdens of Zayo Group and provided 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,<sup>1</sup> Zayo Enterprise Networks<sup>2</sup> and zColo<sup>3</sup>), 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,<sup>4</sup> as a result of the *pro forma* transfer of direct ownership of Onvoy, Inc. from Zayo Group to Holdings.

Zayo Group and Holdings has refined 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 have been reallocated between the business units.

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<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> zColo will serve carriers and enterprise customers. zColo's primary product lines will include collocation services and in-building interconnection services.

<sup>4</sup> 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. Onvoy, Inc.'s subsidiary, Minnesota Independent Equal Access Corporation ("MIEAC"), will continue to provide centralized equal access services.

**B. Zayo Bandwidth, LLC and its former affiliates Zayo Bandwidth Northeast, LLC, Zayo Bandwidth Northeast Sub, LLC and Zayo Bandwidth Central, LLC**

ZB is a Delaware limited liability company and a direct subsidiary of Zayo Group. The ZB-Subs were each Delaware limited liability companies. All these entities have their corporate headquarters at 901 Front Street, Suite 200, Louisville, Colorado 80027. ZB 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 Bandwidth Tennessee, LLC as a subsidiary providing intrastate telecommunications services in Tennessee. 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 Parties 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 May 19, 2010, Zayo Group completed the mergers of (1) Zayo-NE Sub with and into Zayo-NE, with Zayo-NE as the surviving entity and (2) Zayo-NE and Zayo-Central with and into ZB, with ZB as the surviving entity. 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 1, 2010.<sup>5</sup> 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 mergers 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):

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<sup>5</sup> 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)(1) & 63.18(a): Name, address and telephone number of the Parties:

Zayo Bandwidth, LLC	<b>FRN 0019133826</b>
Zayo Bandwidth Northeast, LLC	<b>FRN 0005929609</b>
Zayo Bandwidth Northeast Sub, LLC	<b>FRN 0008757874</b>
Zayo Bandwidth Central, LLC	<b>FRN 0009727512</b>
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.

The ZB-Subs were each a Delaware 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 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-NE 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-214-20020103-00004 (Jan. 23, 2002).

Zayo-NE Sub and Zayo-Central do not hold International Section 214 Authorization.

The Parties do not intend to transfer the International Section 214 Authorization of Zayo-NE to ZB because ZB holds its own International Section 214

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authorization; instead, Zayo-NE surrenders its International Section 214 Authorization.

The Parties are each authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. The ZB-Subs 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 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, 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 interest<sup>1</sup> 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 **Zayo Bandwidth Northeast Sub, LLC**:

Name: Zayo Bandwidth Northeast, LLC  
Address: 901 Front Street, Suite 200  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Telecommunications  
% Interest: 100% (directly in the Zayo-NE Sub)

- 2) The following entity held a ten percent (10%) or greater direct interest in **Zayo Bandwidth Northeast, LLC, Zayo Bandwidth Central, 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 Zayo-NE, Zayo-Central, and ZB and indirectly in Zayo-NE Sub through Zayo-NE)

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

Post-Transaction Ownership of the Parties

- 1) 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)

- 2) The ZB-Subs do not exist following the completion of the *pro forma* mergers 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.

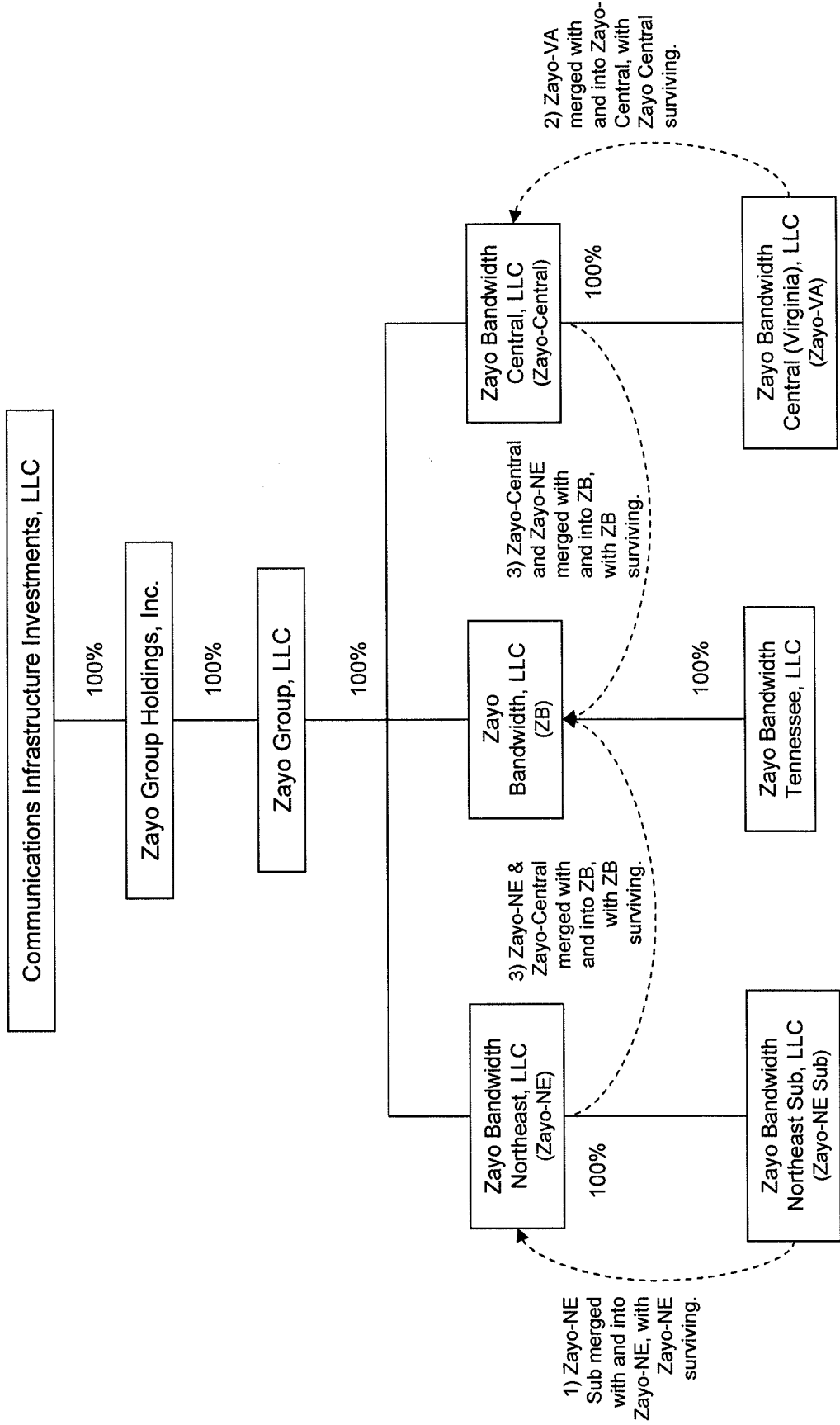
To the Parties' knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in any of the Parties through CII.

Aside from their affiliates, Onvoy, Inc. 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.

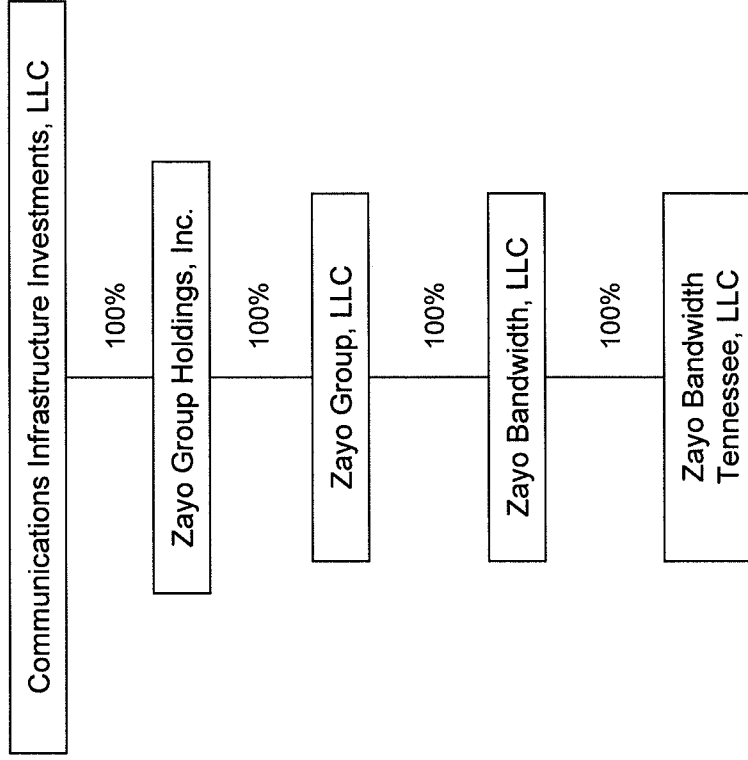
**ATTACHMENT B**

**Pre- and Post-Merger Corporate Structure**

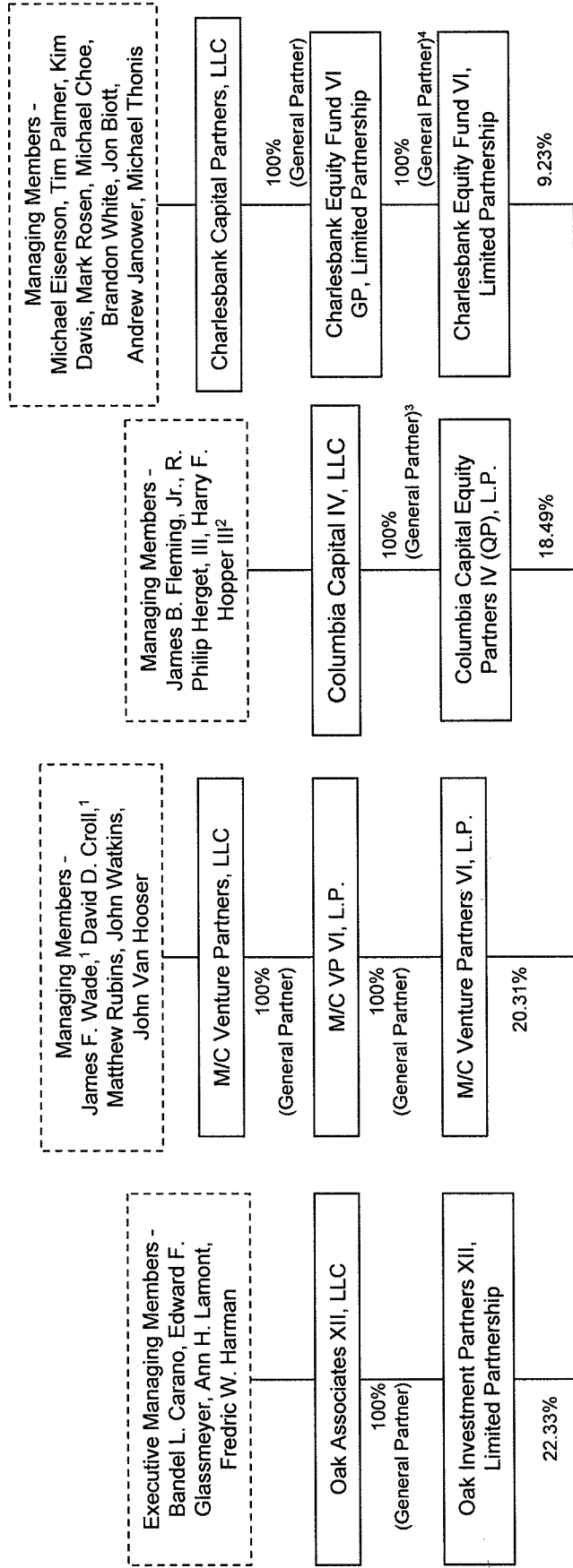
# Pre-Transaction Chart of Corporate Structure of the Zayo Bandwidth Operating Entities



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



# Pre- and Post-Transaction Chart of Corporate 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 a 0.64% direct interest in CII.

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

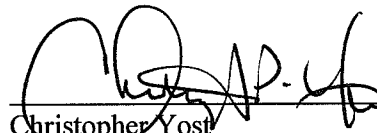
<sup>3</sup> Columbia Capital VI, LLC is the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. and Columbia Capital Equity Partners IV (QPCO), L.P. (which has a 2.27% direct interest in CII) and (ii) Columbia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

<sup>4</sup> 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, Christopher Yost, state that I am the General Counsel of Zayo Bandwidth, LLC; that I am authorized to make this Verification on behalf of Zayo Bandwidth, LLC, Zayo Bandwidth Central, LLC, Zayo Bandwidth Northeast, LLC and Zayo Bandwidth Northeast Sub, LLC; 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 9<sup>th</sup> day of June, 2010.

  
\_\_\_\_\_  
Christopher Yost  
General Counsel  
Zayo Bandwidth, LLC