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October 30, 2018

VIA IBFS

Marlene Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Washington, DC 20554
Attn: International Bureau

Re: Notice of a *Pro Forma* Consolidation of opticAccess LLC and Spread Telecommunications, LLC into Zayo Group, LLC

Dear Secretary Dortch:

Zayo Group, LLC ("Zayo"), pursuant to 47 C.F.R. § 63.24(f), notifies the Commission of the *pro forma* consolidation of opticAccess, LLC ("opticAccess") and Spread Telecommunications, LLC ("Spread Telecom") (together with Spread Telecom, the "Consolidating Entities") and their international Section 214 authorizations (the "Authorizations") into Zayo (the "*Pro Forma* Consolidation").¹ Since the Consolidating Entities were indirect, wholly owned subsidiaries of Zayo, the consolidation was *pro forma* in nature.

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):

¹ opticAccess, Spread and Zayo are collectively referred to as the "Parties."

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

opticAccess, LLC
Spread Telecommunications, LLC
Zayo Group, LLC
1821 30th Street, Unit A
Boulder, CO 80301
303-381-4683

Sections 63.18(b): Organization of the Parties:

opticAccess was a Nevada limited liability company.

Spread Telecom was a Mississippi limited liability company.

Zayo is a Delaware limited liability company.

Section 63.18(c): Correspondence concerning this filing should be sent to the Parties' counsel:

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Section 63.18(d): The Parties hold or held the following Authorizations:

opticAccess held international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20140922-00266.

Spread Telecom held international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20110125-00008.

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.

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

The Parties certify that the *Pro Forma* Consolidation was *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 their Authorizations.

* * * *

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

Respectfully submitted,

/s/ Brett P. Ferenchak

Catherine Wang
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 interest² in Zayo Group, LLC ("Zayo"), as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

| | |
|---------------------|---------------------------------------|
| Name: | Zayo Group Holdings, Inc. ("ZGH") |
| Address: | 1805 29th Street Boulder, CO 80301 |
| Citizenship: | U.S. (Delaware) |
| Principal Business: | Holding Company |
| % Interest: | 100% (directly in Zayo) |

ZGH is a publicly traded company (NYSE: ZAYO) whose stock ownership varies on a daily basis. Based on information filed with the SEC with respect to ZGH and other information provided to ZGH, to the knowledge of Zayo's management, no other person or entity currently holds a 10% or greater direct or indirect interest in Zayo except possibly the following:³ .

| | |
|---------------------|--|
| Name: | Dodge & Cox |
| Address: | 555 California Street 40th Floor San Francisco, CA 94104 |
| Citizenship: | U.S. (California) |
| Principal Business: | Investment Management |
| % Interest: | Based on information included in the SEC Form Schedule 13-G ⁴ and FORM 13F ⁵ filed by Dodge & Cox on April 9, 2018 and |

² Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

³ Additional information regarding ZGH's ownership is available in ZGH's most recent proxy statement available at:
<https://www.sec.gov/Archives/edgar/data/1608249/000104746918006457/0001047469-18-006457-index.htm>.

⁴ See <https://www.sec.gov/Archives/edgar/data/200217/000119312518111529/0001193125-18-111529-index.htm>.

⁵ See <https://www.sec.gov/Archives/edgar/data/200217/000095012318008881/0000950123-18-008881-index.htm> (stating that "[t]he clients of Dodge & Cox, including investment management companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or power to direct the receipt of dividends from, and the proceeds from the sale of, Zayo Group Holdings, Inc. Dodge & Cox Stock Fund, an investment company registered under the Investment Company Act of 1940, has an interest of 14,627,500, or 5.9%, of the class of securities reported herein.")

August 14, 2018 respectively, Dodge & Cox holds approximately 10.1% of ZGH on behalf of its clients, including investment companies and other managed accounts, who have the right to receive or power to direct the receipt of dividends from, and the proceeds from the sale of ZGH.

Based on the representations in Dodge & Cox’s SEC filings, Zayo has no knowledge of any person or entity having a 10% or greater ownership interest in ZGH through Dodge & Cox.

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

Except for the foreign carrier subsidiaries listed in below, which share certain officers and/or directors as Zayo, Zayo does not have any interlocking directorates with a foreign carrier. Zayo certifies that it is a non-dominant foreign carrier in Canada by virtue of its Reseller Registration and Basic International Telecommunication Services (“BITS”) License. Zayo is also currently affiliated within the meaning of Section 63.09(e) of the Commission’s Rules, 47 C.F.R. § 63.09(e), with the following foreign carriers (collectively, the “ZG Foreign Carriers”):

| Country(ies) | Affiliate Name | Description of the Company |
|---|--|--|
| Canada (WTO Member) | Zayo Canada Inc. ("Zayo Canada") A Canadian entity | Zayo Canada is a direct, wholly owned subsidiary of Zayo. Zayo Canada holds a BITS License and Registrations as a Competitive Local Exchange Carrier, Non-Dominant Carrier, Reseller of Telecommunications Services, Reseller of High Speed Internet Service, and Digital Subscriber Line Provider in Canada. |
| Canada (WTO Member) | Allstream Business Inc. ("ABI") A Canadian entity | ABI is an indirect, wholly owned subsidiary of Zayo. ABI holds a BITS License and a Registration as a Reseller of Telecommunications Services and Reseller of High Speed Internet Service. |
| France, Germany, Netherlands United Kingdom (WTO Members) | Zayo Group EU Limited ("Zayo-EU") A UK entity | Zayo-EU is an indirect, wholly owned subsidiary of Zayo. Zayo-EU provides primarily lit services between the United Kingdom and France, Germany and Netherlands. |

| Country(ies) | Affiliate Name | Description of the Company |
|--|--|--|
| Germany and United Kingdom (WTO Members) | Zayo Group UK Limited ("Zayo-UK") A UK entity | Zayo-UK is an indirect, wholly owned subsidiary of Zayo. Zayo-UK provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| Japan (WTO Member) | MFN Japan KK ("ABN-Japan") A Japanese entity. | ABN-Japan is a direct, wholly owned subsidiary of Zayo. ABN-Japan formerly provided peering services but is essentially dormant at this time. |
| United Kingdom and Ireland (WTO Members) | Geo Networks Limited ("Geo Networks") A U.K. entity. | Geo Networks is an indirect, wholly owned subsidiary of Zayo. Geo Networks provides dedicated fiber networks primarily used for data services and access to network facilities. |
| United Kingdom (WTO Member) | Geo Metro Limited ("Geo Metro") A U.K. entity. | Geo Metro is a direct, wholly owned subsidiary of Geo Networks. Geo Metro provides dedicated fiber networks primarily used for data services and access to network facilities. |
| Ireland (WTO Member) | Emerald Bridge Fibres Limited ("Emerald Bridge") An Irish Entity. | Geo Networks, which is an indirectly, wholly owned subsidiary of Zayo, directly owns 50% of Emerald Bridge. Emerald Bridge is registered as an Authorized Undertaking with the Commission for Communications Regulation in Ireland and provides a subsea cable service between Dublin, Ireland and Anglesea, Wales, UK. |
| United Kingdom (WTO Member) | FibreSpeed Limited ("FibreSpeed") A U.K. entity. | FibreSpeed is a direct, wholly owned subsidiary of GEO. FibreSpeed provides dedicated fiber networks primarily used for data services and access to network facilities. |

| Country(ies) | Affiliate Name | Description of the Company |
|--|---|---|
| France, United Kingdom, Spain, Germany, Austria, Switzerland, Netherlands, Luxembourg, Belgium (WTO Members) | Zayo France SAS (formerly known as Neo Telecoms SAS) ("Zayo-France") A French entity. | Zayo-France is an indirect, wholly owned subsidiary of Zayo. Zayo-France provides fiber networks primarily used for data services, IP transit, lit services, and cloud services. |
| Belgium (WTO Member) | Zayo Infrastructure Belgium NV ("ZI-Belgium") A Belgium entity. | ZI-Belgium is an indirect, wholly owned subsidiary of Zayo. ZI-Belgium provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| Germany (WTO Member) | Zayo Infrastructure Deutschland GmbH ("ZI-Deutschland") A German entity. | ZI-Deutschland is an indirect, wholly owned subsidiary of Zayo. ZI-Deutschland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| France (WTO Member) | Zayo Infrastructure France SA ("ZI-France") A French entity. | ZI-France is an indirect, wholly owned subsidiary of Zayo, with Allan Shaw and Sheldon Goldman each holding 1 share of the company. Zayo indirectly holds all the remaining shares in the company. ZI-France provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| Ireland (WTO Member) | Zayo Infrastructure Ireland Ltd. ("ZI-Ireland") An Irish entity. | ZI-Ireland is an indirect, wholly owned subsidiary of Zayo. ZI-Ireland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| Netherlands (WTO Member) | Zayo Infrastructure Nederland B.V. ("ZI-Nederland") A Dutch entity. | ZI-Nederland is an indirect, wholly owned subsidiary of Zayo. ZI-Nederland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |

| Country(ies) | Affiliate Name | Description of the Company |
|--------------------------------|---|---|
| Switzerland (WTO Member) | Zayo Infrastructure Switzerland AG ("ZI-Switzerland") A Swiss entity. | ZI-Switzerland is an indirect, wholly owned subsidiary of Zayo. ZI-Switzerland provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| United Kingdom (WTO Member) | Zayo Infrastructure (UK) Ltd. ("ZI-(UK)") A U.K. entity. | ZI-(UK) is an indirect, wholly owned subsidiary of Zayo. ZI-(UK) provides dedicated fiber networks primarily used for data services, lit services, and access to network facilities. |
| Singapore (WTO Member) | Zayo Singapore Pte. Ltd. ("Zayo-Singapore") A Singaporean entity. | Zayo-Singapore is a direct, wholly owned subsidiary of Zayo. Zayo-Singapore provides lit services, colocation and related services and holds a Service Based Operator (Individual) license. |
| Hong Kong (WTO Member) | Zayo Group (HK) Limited ("Zayo-HK") A Hong Kong entity. | Zayo-HK is an indirect, wholly owned subsidiary of Zayo. Zayo-HK provides lit services, colocation and related services and holds a Service Based Operator (IVANS and Internet Access) license. |
| Australia (WTO Member) | Zayo Group Australia Pty. Ltd. ("Zayo-Au") An Australian entity. | Zayo-Australia is a direct, wholly owned subsidiary of Zayo. Zayo Australia provides lit services, colocation and related services. |
| Spain (WTO Member) | Zayo Infrastructure Spain, S.L. ("Zayo-Spain") A Spanish entity. | Zayo-Spain is an indirect, wholly owned subsidiary of Zayo. Zayo-Spain holds a registration as an Electronic Communications Network Provider and Electronic Communications Service Provider with the "National Commission of Markets and Competition |

| Country(ies) | Affiliate Name | Description of the Company |
|------------------------------|---|---|
| Italy (WTO Member) | Zayo Italy S.r.l. ("Zayo-Italy") An Italian entity. | Zayo-Italy is an indirect, wholly owned subsidiary of Zayo. Zayo-Italy holds a registration as an Electronic Communications Network Provider and Electronic Communications Service Provider with the Italian Ministry of Economic Development. |
| France (WTO Member) | Zayo Enterprise France SASU ("ZE-France") A French entity. | ZE-France is an indirect, wholly owned subsidiary of Zayo. ZE-France holds a registration as an Electronic Communications Network Provider and Electronic Communications Service Provider. |
| South Africa (WTO Member) | Zayo Group South Africa (PTY) Ltd. ("Zayo-SA") | Zayo-SA is an indirect, wholly owned subsidiary of Zayo. Zayo-SA is seeking an exemption from licensing requirements but will provide lit services, colocation and related services.. |

Answer to Question 13 - Description of Transfer of Control

Prior to September 30, 2018, opticAccess, LLC ("opticAccess") and Spread Telecommunications, LLC ("Spread Telecom") were subsidiaries of Zayo. opticAccess was a direct, wholly owned subsidiary of Zayo. Spread Telecom was an indirect, wholly owned subsidiary of Zayo through Zayo's direct, wholly owned subsidiary, Spread Holdings, LLC ("Spread Holdings"), a Mississippi limited liability company.

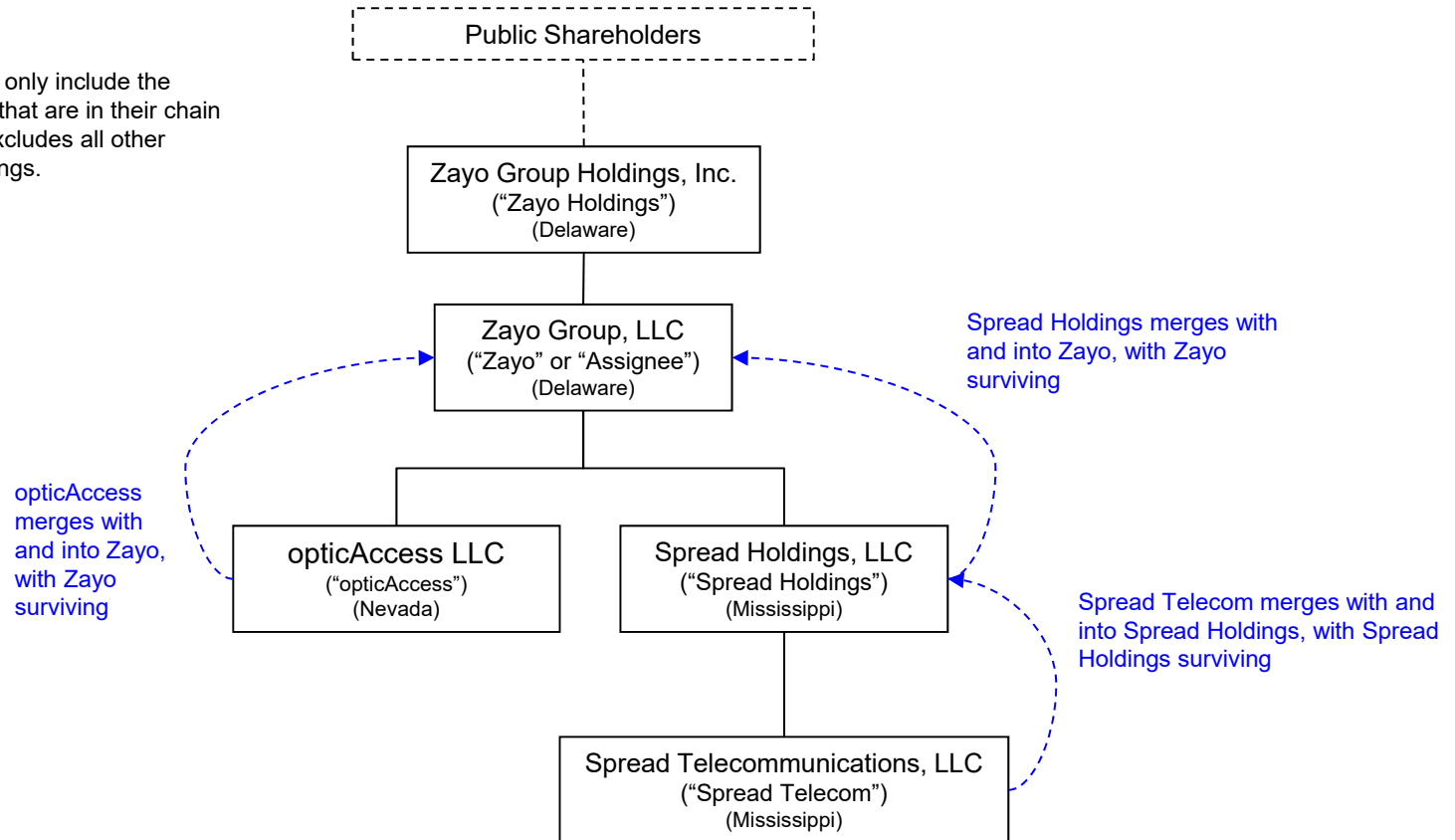
On September 30, 2018, Zayo conducted a series of intra-company mergers with Zayo surviving the mergers, whereupon the separate existence of opticAccess and Spread Telecom ceased. Charts depicting the corporate organizational structure of the Zayo before and after the *Pro Forma* Consolidation are attached hereto as **Attachment 2**.

ATTACHMENT 2

Pre- and Post-*Pro Forma* Consolidation Corporate Ownership Structure Charts

Pre-Pro Forma Consolidation Corporate Ownership Structure of the Parties*

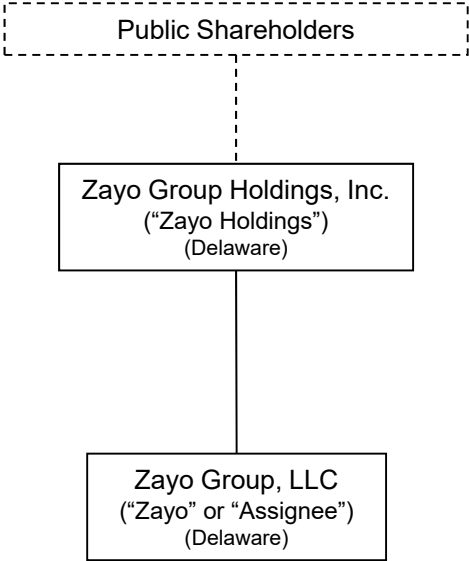
* The entities listed herein only include the Parties and those entities that are in their chain of ownership. The chart excludes all other subsidiaries of Zayo Holdings.



All ownership percentages are 100%.

Post-Pro Forma Consolidation Ownership Structure of Zayo*

* The entities listed herein only include Zayo those entities in its chain of ownership upon completion of the *Pro Forma* Consolidation. The chart excludes all other subsidiaries of Zayo Holdings.



All ownership percentages are 100%.

VERIFICATION

I, Shira Cooks, hereby declare that I am Assistant 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 30th day of October, 2018.

DocuSigned by:
Shira Cooks
Shira Cooks
Assistant Secretary
Zayo Group, LLC