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Our File No.: 0000327340

November 13, 2007

Via IBFS

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

Re: Notification of Pro Forma Transfer of Control of:

Zayo Bandwidth Northeast, LLC (FRN 0005929609)
Zayo Bandwidth Indiana, LLC (FRN 0014155386)
Onvoy, Inc. (FRN 0004323028)

Dear Ms. Dortch:

Zayo Bandwidth Northeast, LLC (“Zayo-NE”), Zayo Bandwidth Indiana, LLC (“Zayo-IN”), and Onvoy, Inc. (“Onvoy”) (collectively, the “Parties”), by undersigned counsel, notify the Commission of an intra-corporate structural change that will result in the *pro forma* transfer of control of the Parties as described below. The Parties emphasize that their ultimate ownership and control of the Parties will not change as a result of this purely intra-corporate change in corporate structure.

Description of the Parties

Zayo-NE (formerly known as PPL Telcom, LLC) is a Delaware limited liability company whose sole member is Zayo Bandwidth, Inc. (“Zayo”), a Delaware corporation. Zayo-IN (formerly known as Indiana Fiber Works, LLC) is a New York limited liability company whose sole member is also Zayo. Onvoy is a Minnesota corporation whose sole owner is Zayo. Zayo Bandwidth, Inc. (formerly known as CII Holdco, Inc.) (“Zayo”) is a Delaware corporation that is wholly owned by Communications Infrastructure Investments, LLC (“CII” and together with Zayo, the “Company”), a Delaware limited liability company. The Company has a principal office located at 950 Spruce Street, Suite 1A, Louisville, Colorado 80027.

The combined advanced fiber network of the Company now incorporates approximately 8,400 route miles of fiber and connects to over 800 buildings in fourteen states and the District of Columbia. The legacy operating companies acquired by the Company provide a mix of advanced services including broadband services, private line, wave length transport, Ethernet, co-location, dedicated Internet access, centralized equal access, dark

Boston
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fiber and some traditional long distance services. As a combined entity, the Company is poised to draw upon the legacy services of each of the acquired entities to expand and strengthen their individual presence in their operating states and offer an integrated array of service throughout the overall region served by the Company.

Designated Contacts

Questions or any correspondence, or other materials pertaining to this filing should be directed to the following:

For the Parties:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
jean.kiddoo@bingham.com
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With Copies to:

Scott E. Beer
General Counsel
Zayo Bandwidth, Inc.
950 Spruce Street, Suite 1A
Louisville, CO 80027
(303) 381-4664 (Tel)
(303) 226-5923 (Fax)
sbeer@zayo.com

Description of the Pro Forma Transfer of Control

By this filing, the Parties notify the Commission of an intra-corporate transaction that will result in *pro forma* transfer of control and new corporate structure for the Parties. Specifically, a new holding company, Zayo Bandwidth Holdings, Inc. (“Zayo Holdings”), will be inserted between Zayo, the current direct parent company of the Parties, and CII.¹ Zayo will continue to directly wholly own the Parties. In addition, the current owners of Zayo will hold the same interest in Zayo Holdings as they currently hold in Zayo. Thus, at the conclusion of the change in intra-corporate structure, the Parties will continue to be ultimately owned and controlled by the same entities. An illustrative organizational chart of the *pro forma* corporate change is provided as Attachment A. The insertion of an intermediate holding company will not result in any change in the Parties’ management or day-to-day operations; nor will it adversely affect the Parties’ current or proposed operations.

¹ In addition, Zayo may convert from a C-corporation to a limited liability company upon insertion of the holding company.

Public Interest Statement

The proposed *pro forma* change in corporate structure will serve the public interest by enabling the Company and its subsidiaries, including the Parties, to enhance their operational flexibility in regard to financing arrangements and equity issuances. In addition, this change will be transparent to consumers, who will benefit from the continued availability of the Parties' high quality, competitively priced telecommunications services.

Information Required by Section 63.24(f)(2)

As required by Section 63.24(f)(2), the Parties provides the following information required by 63.18(a) to (d) and (h) with respect to the transferee:

- (a) Name, address and telephone number of transferee:

Zayo Bandwidth Holdings, Inc.
c/o Zayo Bandwidth, Inc.
950 Spruce Street, Suite 1A
Louisville, Colorado 80027
Tel: (303) 381-4683

- (b) Zayo Bandwidth Holdings, Inc. is a Delaware corporation.
- (c) Correspondence concerning this filing should be sent to the contacts listed above.
- (d) The Parties hold the following Section 214 authorizations:

Zayo-NE is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-NE also 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-IN is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-IN also 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-214-20060523-00284 (June 15, 2006).

Onvoy is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Onvoy also 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

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and operating a fiber optic telecommunications facility between the United States and Canada granted in IB File No. IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).²

(h) Please see Attachment B for the post-change ownership of the Parties.

The Parties certify that the intra-corporate change in structure will be *pro forma* and that, together with all previous *pro forma* transactions, will not result in a change in the actual controlling party.

* * * *

This notice 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

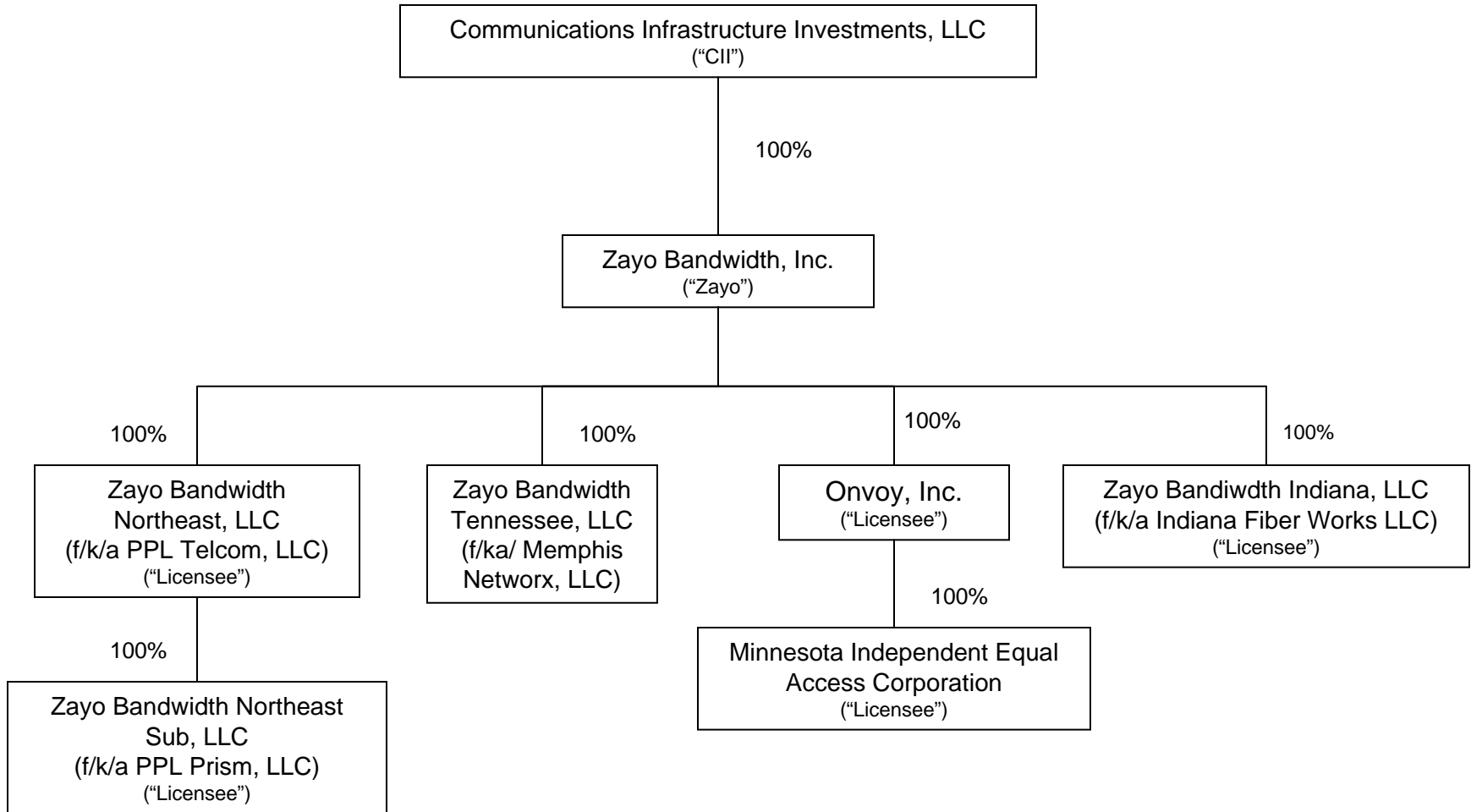
Attachments

² 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.

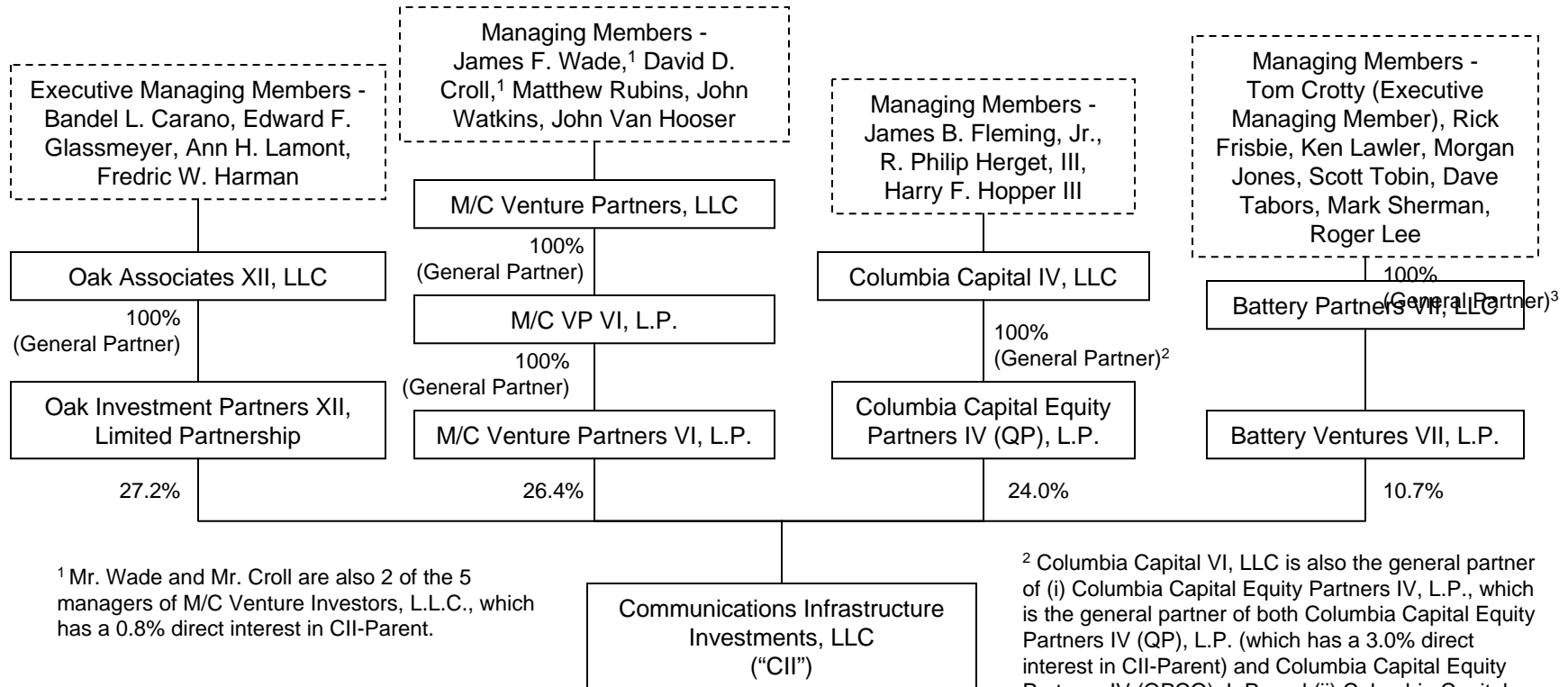
ATTACHMENT A

Illustrative Chart of *Pro Forma* Corporate Change

Pre-Corporate Structure Change of Licensees



Pre- and Post-Corporate Structure Change of CII

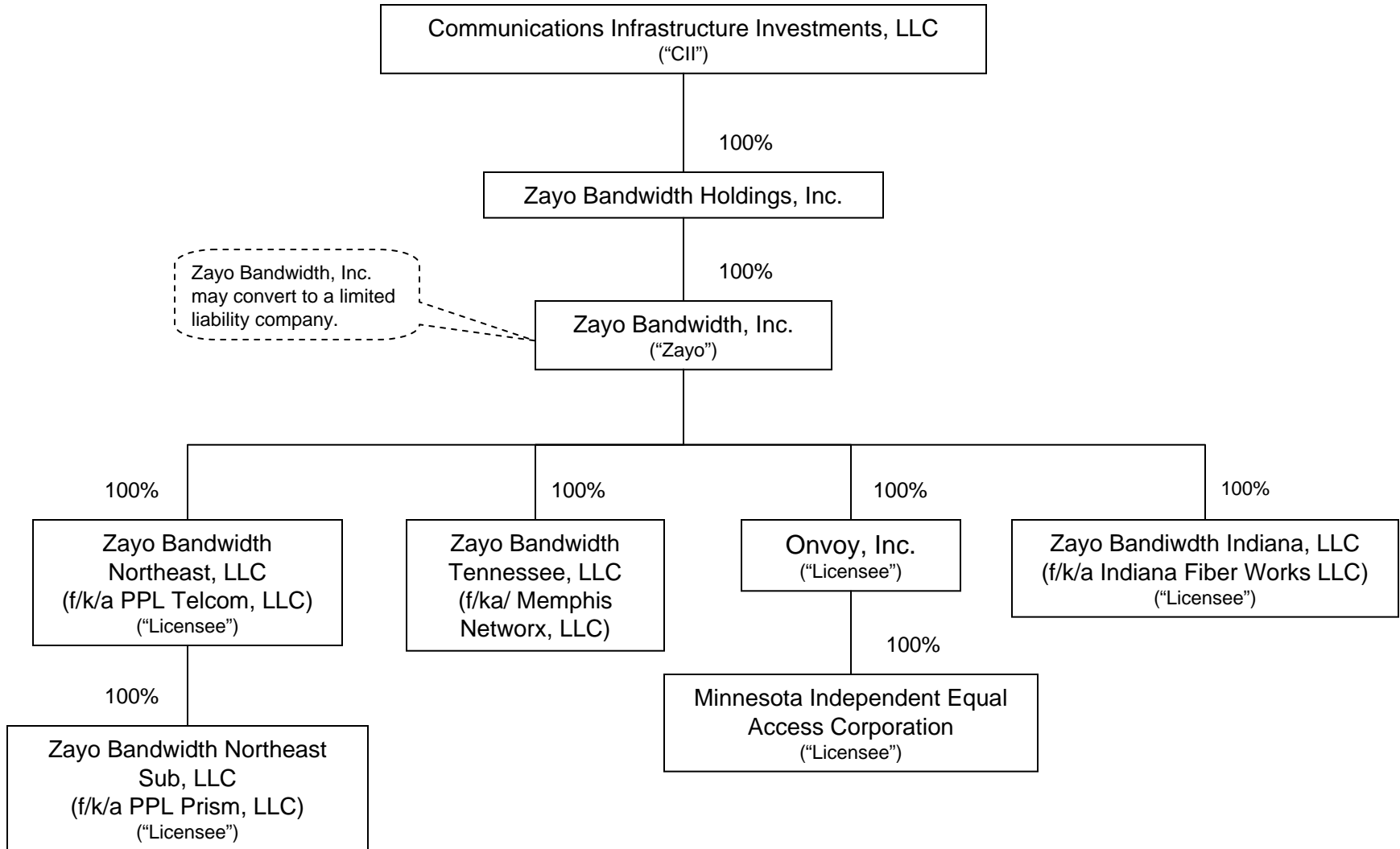


¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in CII-Parent.

² Columbia Capital VI, LLC is also 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. (which has a 3.0% direct interest in CII-Parent) and Columbia Capital Equity Partners IV (QPCO), L.P. and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.2% direct interest in CII-Parent.

³ Battery Partners VII, LLC is also the managing member of Battery Investment Partners VII, LLC, which holds a 0.2% direct interest in CII-Parent.

Post-Corporate Change Structure of Licensees



ATTACHMENT B

Post-Change in Corporate Structure Ownership

The following entities hold, directly or indirectly, a 10% or greater interest¹ in the Parties as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:

- 1) The following entity currently holds and, upon completion of the *pro forma* transfer of control, will continue to hold a ten percent (10%) or greater direct interest in **Zayo-NE, Zayo-IN and Onvoy:**

Name: Zayo Bandwidth, Inc.
Address: 950 Spruce Street, Suite 1A
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Telecommunications Services
% Interest: 100% (directly each of in the Parties)

- 2) The following entity will hold a ten percent (10%) or greater direct interest in **Zayo Bandwidth, Inc.:**

Name: Zayo Bandwidth Holdings, Inc.
Address: 950 Spruce Street, Suite 1A
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100%

- 3) The following entity will hold a ten percent (10%) or greater direct interest in **Zayo Bandwidth Holdings, Inc.:**

Name: Communications Infrastructure Investments, LLC
Address: 950 Spruce Street, Suite 1A
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100%

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

- 4) The following entities and individuals currently hold and, upon completion of the transaction, will continue to 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: 27.2% (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: 27.2% (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 Company’s knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company 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: 26.4% (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: 26.4% (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: 26.4% (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 0.8% direct interest in CII.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company 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: 24.0% (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: 27.2% (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. (3.0% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.2% 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

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in the Company through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Battery Ventures VII, L.P. ("Battery Ventures VII")
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investments
% Interest: 10.7% (directly in CII)

Name: Battery Partners VII, LLC
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.8% (indirectly in CII as general partner of Battery Ventures VII and managing member of Battery Investment Partners VII, LLC (0.2% direct interest in CII))

The following individuals are Managing Members of Battery Partners VII, LLC, are all U.S. citizens, and can be reached through Battery Partners VII, LLC:

Tom Crotty (Executive Managing Member)
Rick Frisbie
Ken Lawler
Morgan Jones
Scott Tobin
Dave Tabors
Mark Sherman
Roger Lee

Tom Crotty has been designated as the Executive Managing Member by the Managing Members, and is responsible for the day to day management of the Battery Partners VII, LLC.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Battery Ventures VII.

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Zayo through CII.

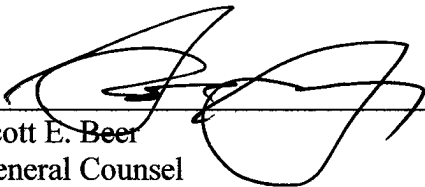
No entity that owns or controls 10% or more of Zayo through CII has an interlocking directorate with any foreign carrier.

STATE OF COLORADO
COUNTY OF BOULDER

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VERIFICATION

I, Scott E. Beer, state that I am the General Counsel of Zayo Bandwidth, Inc., the parent company of the Licensees; that I am authorized to make this Verification on behalf of Zayo Bandwidth, Inc. and the Licensees; that the foregoing filing was prepared under my direction and supervision; and that the are true and correct to the best of my knowledge, information, and belief.



Scott E. Beer
General Counsel
Zayo Bandwidth, Inc.

Sworn and subscribed before me this 6 day of November, 2007.



Notary Public

My commission expires 6-8-2011