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Our File No.: 0000342779

March 31, 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 Onvoy, Inc. d/b/a Onvoy Voice Services, Minnesota
Independent Equal Access Corporation, Zayo Group, LLC and Zayo Group
Holdings, Inc. Regarding a *Pro Forma* Change in Direct Ownership of
Onvoy, Inc. and Minnesota Independent Equal Access Corporation**

Dear Ms. Dortch:

Onvoy, Inc. ("Onvoy"), Minnesota Equal Access Corporation ("MIEAC"), Zayo Group, LLC ("Zayo Group") and Zayo Group Holdings, Inc. ("Holdings") (collectively, the "Parties"), by undersigned counsel and pursuant to 47 C.F.R. § 63.03(d)(2) and 64.24(f), notify the Commission of a *pro forma* change in direct ownership of Onvoy (and, therefore, indirect ownership of MIEAC) from Zayo Group to Holdings, Zayo Group's immediate parent company. The change of direct ownership of Onvoy (and indirect ownership of MIEAC through Onvoy) was therefore entirely *pro forma* in nature because Holdings already indirectly wholly owned Onvoy and MIEAC through its wholly owned subsidiary, Zayo Group. The Parties completed the *pro forma* change in control on March 11, 2010.

Description of the Parties

A. Zayo Group, LLC and Zayo Group Holdings, Inc.

Zayo Group is a Delaware limited liability company. Zayo Group is wholly owned by Holdings, a Delaware holding company with no operations that is wholly owned by Communications Infrastructure Investment, LLC ("CII"), a Delaware limited liability company. CII has no majority owner. Zayo Group, Holdings and CII all have a principal business office at 901 Front Street, Suite 200, Louisville, Colorado 80027. Zayo Group currently operating through its three business units, provides bandwidth, voice, collocation and interconnection, and managed services to carrier, enterprise, small and

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medium enterprise, and government customers. Holdings, as a result of the *pro forma* transaction, operates one business unit, Onvoy Voice Services.

B. Onvoy, Inc. d/b/a Onvoy Voice Services and Minnesota Independent Equal Access Corporation

Onvoy and MIEAC are Minnesota corporations with their headquarters located at 300 South Highway 169, Suite 700, St. Louis Park, MN 55426. Prior to the *pro forma* transaction Onvoy was a wholly owned direct subsidiary of Zayo Group and indirect subsidiary of Holdings. As a result of the *pro forma* transaction, Onvoy is a wholly owned direct subsidiary of Holdings. MIEAC is a wholly owned direct subsidiary of Onvoy. Onvoy provides wholesale local exchange, competitive tandem and switching, long distance, intrastate PRI service, local transit, direct inward dialing and SS7 services to other local exchange carriers and interexchange carriers, as well as some retail customers. MIEAC provides centralized equal access (“CEA”) services.

Description of the Pro Forma Assignments of Assets and Customers

For various business reasons, Zayo Group and Holdings transferred the direct ownership of Onvoy (and indirect ownership of MIEAC through Onvoy) from Zayo Group to Holdings. Since Holdings already indirectly wholly owned Onvoy and MIEAC through Holdings’ direct subsidiary, Zayo Group, this change of direct control of Onvoy and indirect control of MIEAC was *pro forma* in nature. Charts depicting the corporate structure of Onvoy and MIEAC before and after the *pro forma* change in control are provided as Exhibits A and B, respectively. The change in the direct ownership of Onvoy and indirect ownership of MIEAC did not result in any change in the management or day-to-day operations of Onvoy or MIEAC; nor did it adversely affect the current or proposed operations of Onvoy or MIEAC.

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):

Sections 63.04(a)(1) & 63.18(a): Name, address and telephone number of the Parties:

Onvoy, Inc.	FRN 0004323028
Minnesota Equal Access Corporation	FRN 0004323036
300 South Highway 169, Suite 700	
St. Louis Park, MN 55426	
Tel: (800) 933-1224	

Zayo Group, LLC	FRN 0016555849
Zayo Group Holdings, Inc.	FRN 0017123282
901 Front Street, Suite 200	
Louisville, CO 80027	

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Tel: (303) 381-4683

Sections 63.04(a)(2) & 63.18(b): The Parties are organized as follows:

Onvoy and MIEAC are Minnesota corporations.

Zayo Group is a Delaware limited liability company.

Holdings is a Delaware corporation.

Sections 63.04(a)(3) & 63.18(c): Correspondence concerning this filing should be sent to the Parties' counsel:

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Bingham McCutchen LLP
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brett.ferenchak@bingham.com

Section 63.18(d): The Parties hold the following International and Domestic Section 214 Authorizations:

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. IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).¹

MIEAC does not hold international Section 214 authority

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

¹ 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.

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Zayo Group and Holdings do not hold international or domestic Section 214 authority.

Sections 63.04(a)(4) & 63.18(h); Please see Attachment 1 for the ownership of the Parties.

The Parties certify that this transfer of the direct ownership of Onvoy (and indirect ownership of MIEAC through Onvoy) from Zayo Group to Holdings was *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.

* * * *

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

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

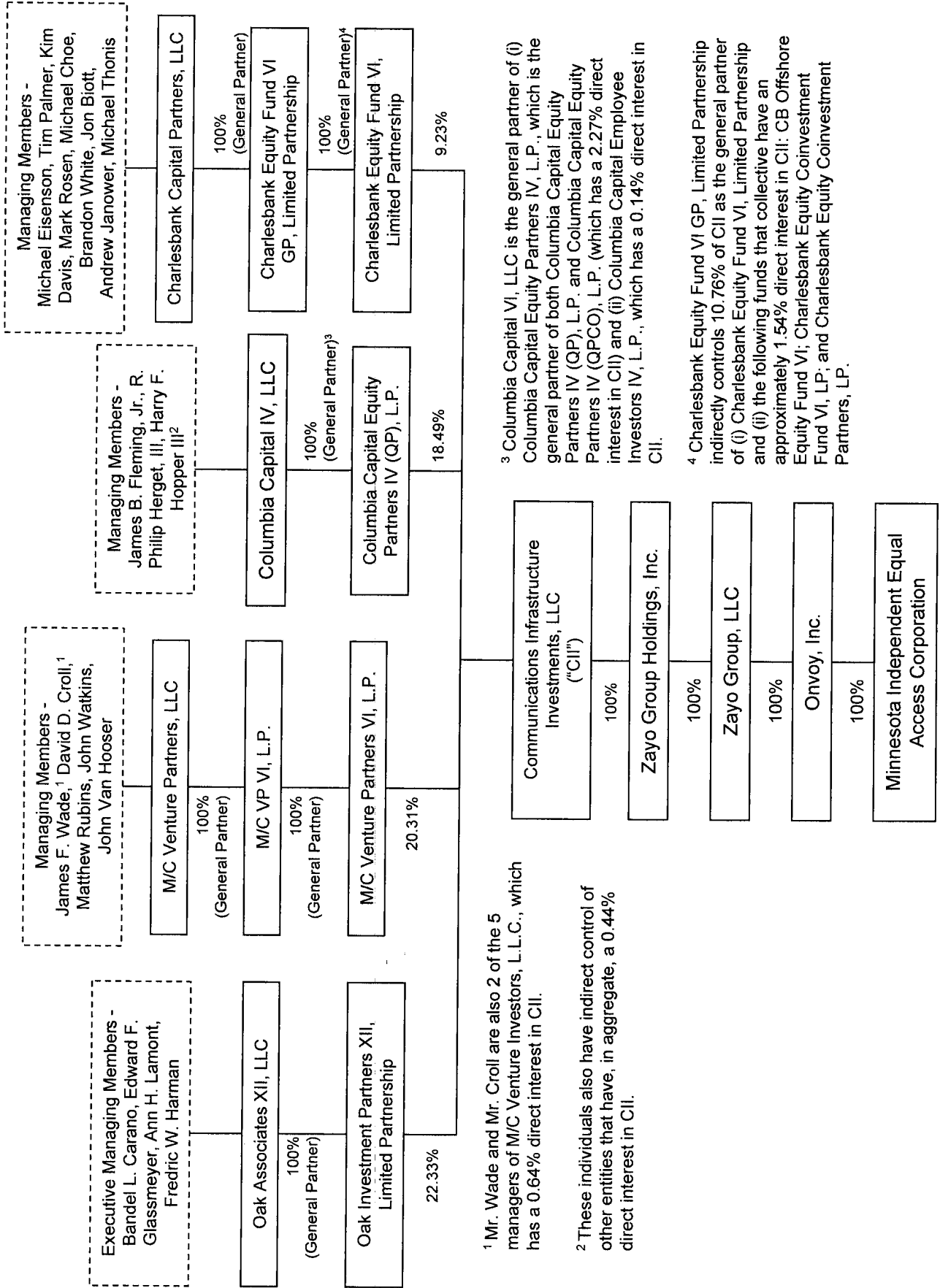
Counsel for the Parties

Attachments

EXHIBIT A

Chart of Corporate Structure Pre- *Pro Forma* Change in Ownership

Chart of Corporate Structure Pre- Pro Forma Change in Ownership



¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.64% direct interest in CII.

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

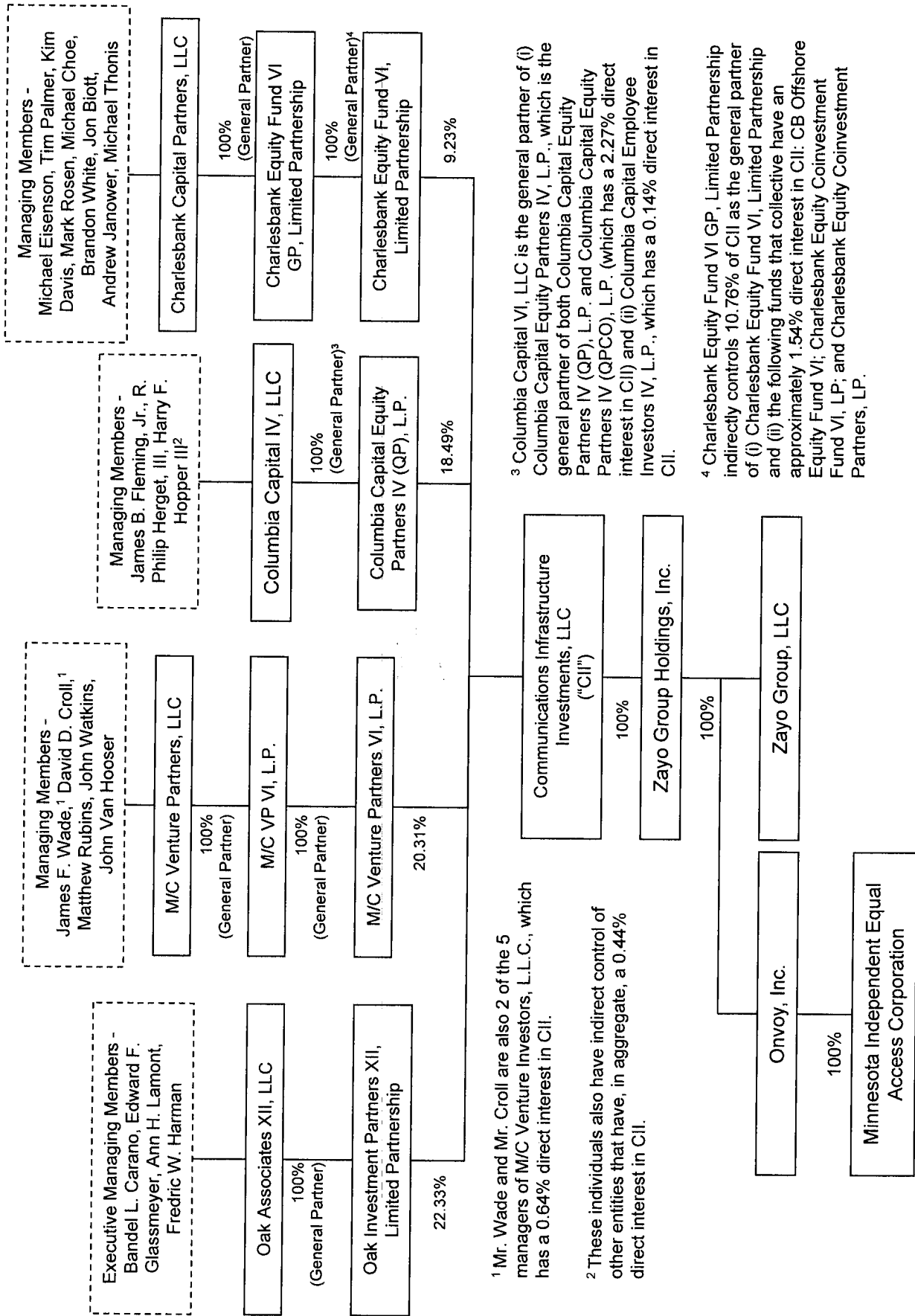
³ Columbia Capital VI, LLC is the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. and Columbia Capital Equity Partners IV (QPCO), L.P. (which has a 2.27% direct interest in CII) and (ii) Columbia Capital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

⁴ 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.

EXHIBIT B

Chart of Corporate Structure Post- *Pro Forma* Change in Ownership

Chart of Corporate Structure Post- Pro Forma Change in Ownership



¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.64% direct interest in CII.

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

³ 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.

⁴ 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 collectively 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.

ATTACHMENT 1

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 domestic and international telecommunications carriers:

Ownership of MIEAC and Onvoy Before the *Pro Forma* Transactions

- 1) The following entities held a ten percent (10%) or greater direct and indirect interests in **Minnesota Independent Equal Access Corporation**:

Name: Onvoy, Inc.
Address: 300 South Highway 169, Suite 700
St. Louis Park, MN 55426
Citizenship: U.S.
Principal Business: Telecommunications
% Interest: 100% (directly in MIEAC)

Name: Zayo Group, LLC (“Zayo Group”)
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in MIEAC as 100% direct owner of Onvoy)

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

- 2) The following entity held a ten percent (10%) or greater direct interest in **Onvoy, Inc.**:

Name: Zayo Group, LLC (“Zayo”)
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in Onvoy)

Ownership of MIEAC and Onvoy After the Pro Forma Transactions

- 1) The following entities hold a ten percent (10%) or greater direct and indirect interest in **Minnesota Independent Equal Access Corporation**:

Name: Onvoy, Inc.
Address: 300 South Highway 169, Suite 700
St. Louis Park, MN 55426
Citizenship: U.S.
Principal Business: Telecommunications
% Interest: 100% (directly in MIEAC)

Name: Zayo Group Holdings, Inc. (“Holdings”)
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in MIEAC as 100% direct owner of Onvoy)

- 2) The following entity holds a ten percent (10%) or greater direct interest in **Onvoy, Inc.**:

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 Onvoy and indirectly in MIEAC)

Ownership of Zayo Group and Holdings Before and After the Pro Forma Transactions

- 1) The following entity holds a ten percent (10%) or greater direct 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)

- 2) The following entity holds a ten percent (10%) or greater direct or indirect interest in **Zayo Group Holdings, Inc.**:

Name: Communications Infrastructure Investments, LLC
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly Holdings)

- 3) 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, 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.

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VERIFICATION

I, Scott E. Beer, state that I am the Vice President, Secretary and General Counsel of Zayo Group, LLC, Zayo Group Holdings, Inc. and all other Parties (as defined therein) in the foregoing filing; that I am authorized to make this Verification on behalf of the Parties; 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 31st day of March, 2010



Scott E. Beer
Vice President, Secretary and General Counsel
Zayo Group, LLC
Zayo Group Holdings, Inc.