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Our File No.: 0000353511

April 29, 2011

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* Transactions of Zayo Enterprise
Networks, LLC**

Dear Ms. Dortch:

Zayo Group, LLC (“Zayo” or “Transferor” or “Assignee”), Zayo Enterprise Networks, LLC (“ZEN” or “Assignor”) and Onvoy, Inc. (“Onvoy” or “Transferee”) (Zayo, ZEN and Onvoy collectively, the “Parties”), by undersigned counsel and pursuant to 47 C.F.R. § 63.03(d)(2), notify the Commission of the following *pro forma* transactions that were completed on April 1, 2011:

- (1) the *pro forma* transfer of direct control of ZEN from Zayo to Onvoy (the “*Pro Forma* Transfer of Control”); and
- (2) immediately prior to the Pro Forma Transfer of Control, the pro forma transfer of certain assets and customers of ZEN to Zayo or Zayo Bandwidth, LLC (“ZB”) (Zayo and ZB together, the “Assignees”)¹ (the “*Pro Forma* Transfer of Assets”).

¹ ZB is a direct subsidiary of Zayo and affiliate of ZEN. Zayo did not have certain required state regulatory authorizations before April 1, 2011. In those states, affected intrastate telecommunications customers of ZEN were transferred to ZB prior to becoming customers of Zayo. This Notification encompasses this intermediate customer transfer as part of the transfer of ZEN’s affected customers to Zayo.

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These intra-corporate transactions (together, the “*Pro Forma* Transactions”) were completed by the Parties to simplify their existing corporate structure and further align their respective networks and services with the appropriate subsidiaries of their parent company, Zayo Group Holdings, Inc. (“Holdings”). The Parties emphasize that these intracorporate *pro forma* transactions did not change the ultimate owners of the Parties.

Description of the Parties

Zayo, ZB and ZEN are Delaware limited liability companies. Onvoy is a Minnesota corporation. Zayo, ZEN and ZB currently have a principal business office at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. Onvoy has, and ultimately ZEN will have, a principal business office at 300 South Highway 169, Suite 700, Minneapolis, MN 55426-1137. ZB is, and prior to the *Pro forma* Transfer of Control ZEN was, a wholly owned direct subsidiary of Zayo. As a result of the *Pro Forma* Transfer of Control ZEN is a wholly owned direct subsidiary of Onvoy. Zayo and Onvoy are wholly owned direct subsidiaries of Holdings, which in turn is wholly owned by Communications Infrastructure Investment, LLC (“CII”). CII has no majority owner. Pre- and post-*Pro Forma* Transactions corporate organization charts for the Parties are provided as part of Attachment A.

Zayo does not currently provide telecommunications services, but will begin providing the telecommunications services currently offered by ZB upon completion of the proposed *pro forma* merger of ZB with and into Zayo, with Zayo surviving the merger (the “*Zayo/ZB Pro Forma* Merger”). Zayo will acquire the domestic and international Section 214 authorizations of ZB as a result of the *Zayo/ZB Pro Forma* Merger so that it can continue to provide the telecommunications services currently provided by ZB. Ultimately, Zayo will also provide telecommunications services to the customers were transferred from ZEN.

ZEN provides business data services including Ethernet, Private Line, DIA, Virtual Private Networks (“VPN”), Voice Over Internet Protocol (“VoIP”) services and managed services including audio and video conferencing. ZEN also provides some traditional switched voice and data services. ZEN’s customers are small, medium and large enterprise customers. ZEN’s assets and customers related to its stand alone Ethernet transport services were transferred to Assignees immediately prior to ZEN’s becoming a wholly owned subsidiary of Onvoy. Following the *Pro Forma* Transactions, ZEN continues to provide the same panoply of services it provides today. ZEN did not transfer its domestic or international Section 214 authorizations as a result of the *Pro Forma* Transfer of Assets and continues to provide telecommunications services pursuant to those Section 214 authorizations.

ZB currently provides Private Line, Ethernet, Wavelength, Dedicated Internet Access (“DIA”) and Collocation services to wholesale (e.g., other carriers) and large enterprise customers. Upon completion of a proposed *pro forma* merger of ZB, with and into Zayo, with Zayo surviving, Zayo will provide such services to ZB’s customers. As the *Pro*

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Forma Merger did not occur before the *Pro Forma* Transfer of Control of ZEN, ZEN transferred certain of its assets and customers to ZB.

Onvoy provides wholesale local exchange, competitive tandem switching, long distance, intrastate PRI service, direct inward dialing and SS7 services to other local exchange carriers and interexchange carriers, as well as some retail customers. Onvoy currently provides some or all of these services in ten states (Colorado, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin). Through its wholly-owned subsidiary, Minnesota Independent Equal Access Corporation (“MIEAC”), a Minnesota corporation, Onvoy provides centralized equal access (“CEA”) in Minnesota and North Dakota.

Description of the *Pro Forma* Transactions

As stated above, on April 1, 2011 the Parties completed (1) the *pro forma* transfer of direct control of ZEN from Zayo to Onvoy and (2) immediately prior to the *Pro Forma* Transfer of Control, the *pro forma* transfer of certain assets and customers of ZEN to Zayo or ZB.² Ultimate control of ZEN will not change because Holdings directly owns both Zayo and Onvoy and therefore ZEN will remain an indirect subsidiary of Holdings upon completion of the *Pro Forma* Transfer of Control. These *Pro Forma* Transactions were completed to further align the Parties respective networks and services with the appropriate subsidiaries of their parent company, Holdings. Corporate structure charts illustrating the pre-*Pro Forma* Transactions corporate structure of the Parties and the structure following the *Pro Forma* Transactions are provided as Attachment A.

This synchronization of assets and customers within the Zayo Holdings family of companies did not result in any changes to the services received by customers, including rates, terms and conditions of service. Each of the affected customers were transferred pursuant to terms of that customer’s service contract that permit transfer to affiliates and/or pursuant to the customer’s written authorization and affected customers received notice of these *pro forma* changes. ZEN’s customers were notified of the *Pro Forma* Transfer of Assets through a bill notation in their invoices dated March 1, 2011.³

² Because the proposed Zayo/ZB *Pro Forma* Merger did not occur before the *Pro Forma* Transactions, ZEN transferred certain of its assets and customers to ZB in certain states where Zayo had not yet obtained authorization to provide intrastate services. Ultimately, all of ZEN’s affected customers will become customers of Zayo whether they were transferred directly from ZEN to Zayo or whether they were transferred to ZB, which will subsequently merge with and into Zayo, with Zayo surviving the merger.

³ Zayo filed a notification pursuant to 47 C.F.R. § 64.1120(e) in Docket No. 00-257 on March 1, 2011 (ECFS Filing Receipt Confirmation No. 201131550047).

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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:

Zayo Group, LLC (Transferor/Assignee) **FRN 0016555849**
Zayo Bandwidth, LLC (Assignee) **FRN 0019133826**
400 Centennial Parkway, Suite 200
Louisville, CO 80027
Tel: 303-381-4664

Zayo Enterprise Networks, LLC (Licensee/Assignor) **FRN 0015331689**
400 Centennial Parkway, Suite 200
Louisville, CO 80027
Tel: 866-629-8200

Onvoy, Inc. (Transferee) **FRN 0004323028**
300 South Highway 169, Suite 700
St. Louis Park, MN 55426
Tel: 800-933-1224

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

Zayo, ZEN and ZB are Delaware limited liability companies.

Onvoy is a Minnesota corporation.

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)
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brett.ferenchak@bingham.com

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

ZEN holds International Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20091016-00444.

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. ITC-214-19971205-00766 (old IB File No. ITC-97-769).⁴

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 will acquire ZB's International Section 214 authority as a result of the proposed Zayo/ZB *Pro Forma* Merger.

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

The Parties do not intend to transfer or assign the International Section 214 Authorization of ZEN to Zayo or ZB because ZEN continues to provide international services and ZB holds its own International Section 214 Authorization, which will be assigned to Zayo as a result of the proposed *Pro Forma* Merger.

Sections 63.04(a)(4) & 63.18(h): Please see Attachment A for charts depicting the pre- and post-*Pro Forma* Transactions ownership of the Parties. Please see Attachment B for the pre- and post-*Pro Forma* Transactions ownership of the Parties.

The Parties certify that the intracorporate transfer of direct control of ZEN and assignments of assets and customers 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.

* * * *

⁴ 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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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,

A handwritten signature in black ink, appearing to read "Brett P. Ferenchak". The signature is fluid and cursive, with a long horizontal stroke at the end.

Jean L. Kiddoo
Brett P. Ferenchak

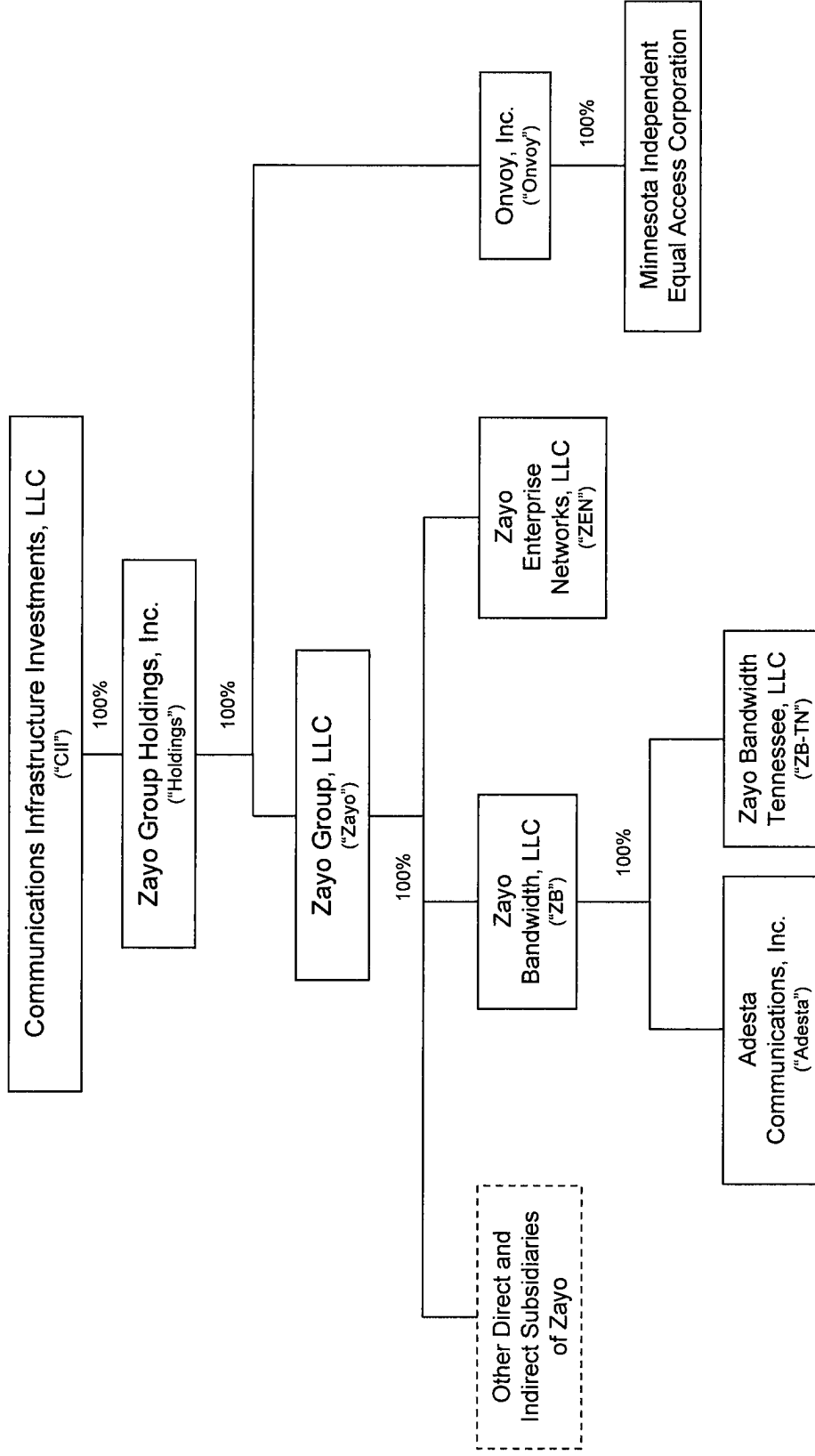
Counsel for the Parties

Attachments

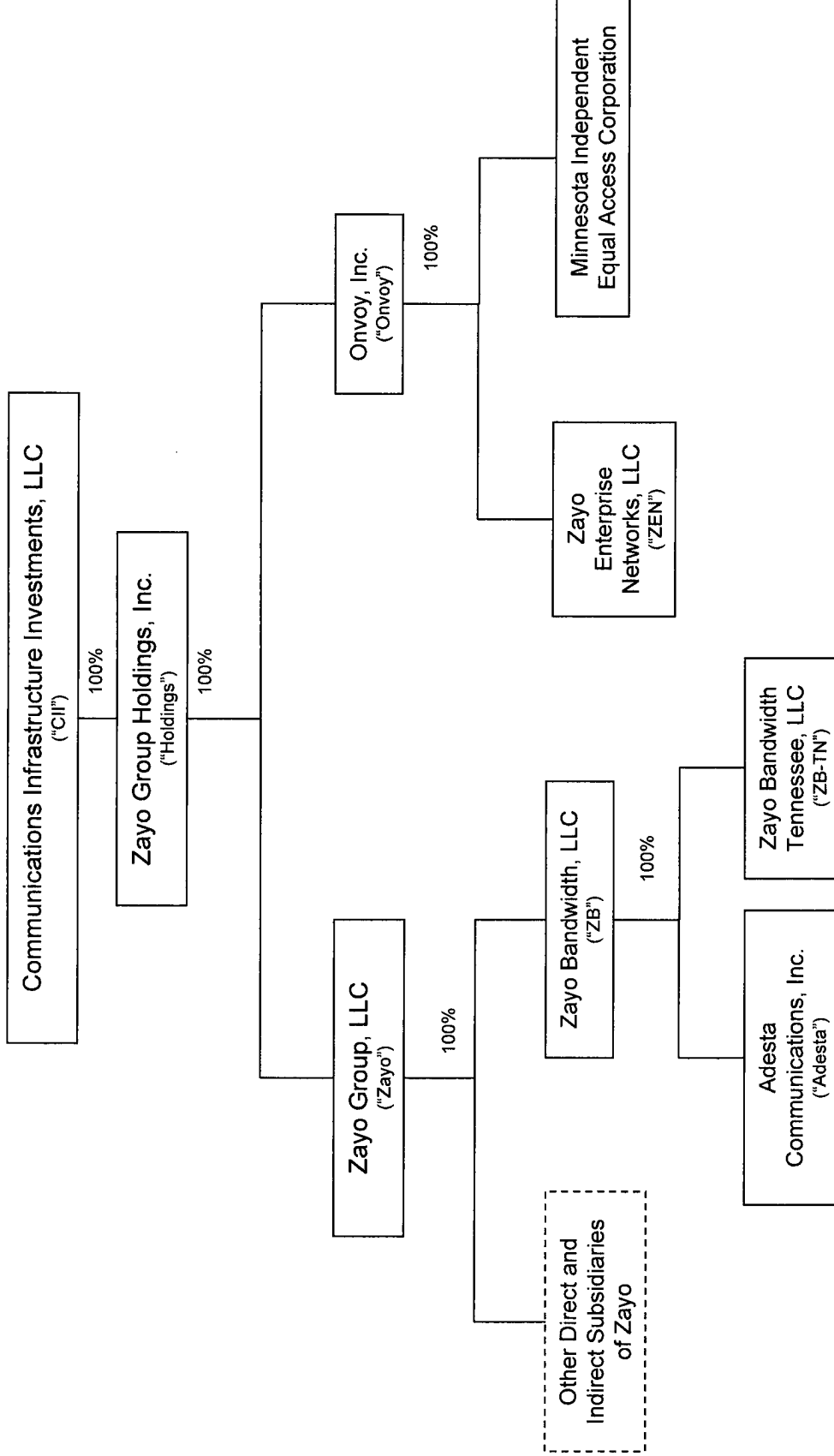
ATTACHMENT B

Pre- and Post-*Pro Forma* Transactions Corporate Structure

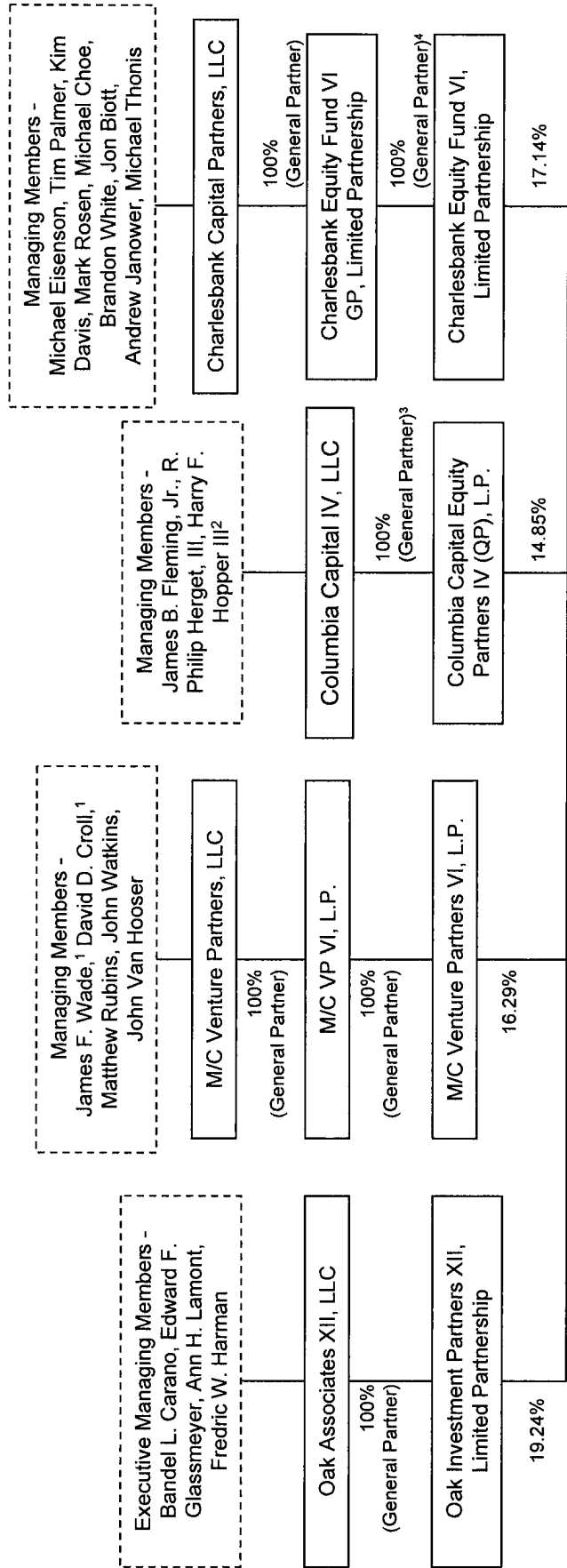
Pre-Pro Forma Transactions Organization Structure of ZEN



Current Corporate Organization Structure of ZEN



Pre-Pro Forma Transactions and Current Corporate Structure 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 0.51% direct interest in CII.

² These individuals also have indirect control of other entities that have, in aggregate, a 0.35% 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 1.83% direct interest in CII) and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.11% direct interest in CII.

⁴ 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 2.81% direct interest in CII: CB Offshore Equity Fund VI; Charlesbank Equity Coinvestment Fund VI, LP; and Charlesbank Equity Coinvestment Partners, LP.

ATTACHMENT B

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:

Pre-Pro Forma Transactions Direct Ownership of the Zayo Enterprise Networks, LLC (“ZEN”)

Prior to the *Pro Forma* Transactions, the following entity held a ten percent (10%) or greater direct interest in **Zayo Enterprise Networks, LLC**:

Name:	Zayo Group, LLC (“Zayo”)
Address:	400 Centennial Parkway, Suite 200 Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100% (directly in ZEN)

Current (Post-Pro Forma Transactions) Direct Ownership of the ZEN

The following entity currently holds a ten percent (10%) or greater direct interest in **Zayo Enterprise Networks, LLC**:

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

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

Current (Pre- and Post-*Pro Forma* Transactions) Ownership of Zayo Bandwidth, LLC (“ZB”)

The following entity holds a ten percent (10%) or greater direct interest in **Zayo Bandwidth, LLC**:

Name: Zayo Group, LLC
Address: 400 Centennial Parkway, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in ZB)

Current (Pre- and Post-*Pro Forma* Transactions) Ownership of Zayo and Onvoy

- 1) The following entity holds a ten percent (10%) or greater direct interest in **Zayo Group, LLC** and **Onvoy, Inc.**:

Name: Zayo Group Holdings, LLC (“Holdings”)
Address: 400 Centennial Parkway, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in Zayo and Onvoy)

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

Name: Communications Infrastructure Investments, LLC
Address: 400 Centennial Parkway, 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: 19.24% (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: 19.24% (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: 16.29% (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: 16.29% (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: 16.29% (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 0.51% 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: 14.85% (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: 16.84% (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. (1.83% direct interest in CII) and (ii) of
Columbia Capital Employee Investors IV, L.P.
(0.11% 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 0.35% 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, Limited Partnership
("Charlesbank VI")
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 17.14% (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: 19.95% (indirectly in CII as the general partner of
(i) Charlesbank VI, (ii) CB Offshore Equity Fund
VI (1.99% direct interest in CII), (iii) Charlesbank
Equity Coinvestment Fund VI, LP (0.73% direct
interest in CII), and (iv) Charlesbank Equity
Coinvestment Partners, LP (0.09% 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: 19.95% (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.

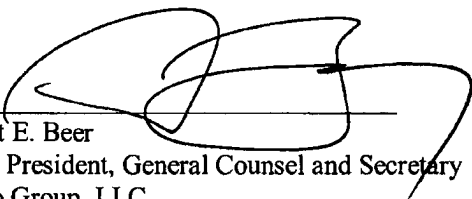
To the Parties' knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in any of the Parties through CII.

Aside from 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. Zayo is in the process of obtaining a reseller registration and Basic International Telecommunications Services License in Canada and thus becoming a foreign carrier.

VERIFICATION

I, Scott E. Beer, state that I am the Vice President, General Counsel and Secretary Zayo Group, LLC, Zayo Bandwidth, LLC, Zayo Enterprise Networks, LLC and Onvoy, Inc. (collectively, the "Parties"); 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 29th day of April, 2011.



Scott E. Beer
Vice President, General Counsel and Secretary
Zayo Group, LLC
Zayo Bandwidth, LLC
Zayo Enterprise Networks, LLC
Onvoy, Inc.