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October 6, 2011

**Via Electronic Filing**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
International Bureau Applications  
P.O. Box 979093  
St. Louis, MO 63197-9700

**Re: In the Matter of the Joint Application of 360networks Corporation (“Transferor”) and Zayo Group, LLC (“Transferee”) for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Complete a Transfer of Control of Licensees**

Dear Ms. Dortch:

On behalf of 360networks Corporation (“360-Parent”), 360networks holdings (USA) inc. (“360-holdings”), 360networks (USA) inc. (“360networks”) (360-holdings and 360networks together, the “Licensees”) and Zayo Group, LLC (“Zayo”) (collectively, “Applicants”), attached please find an application for approval of the transfer of control of Licensees to Zayo.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined domestic section 214 assignment application and international section 214 assignment application (“Combined Application”). Applicants are simultaneously filing the Application with the Wireline Competition Bureau, in accordance with the Commission’s rules.

This filing and the applicable credit card payment in the amount of \$1,050.00 which satisfies the filing fee required for this application under line 2.b of Section 1.1105 of the Commission’s rules, are being submitted electronically through the MyIBFS.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo  
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**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
	)	
<b>360networks Corporation</b>	)	
Transferor,	)	
<b>360networks holdings (USA) inc.,</b>	)	IB File No. ITC-T/C-2011 _____
and	)	
<b>360networks (USA) inc.,</b>	)	WC Docket No. 11- _____
Licensees,	)	
	)	
and	)	
<b>Zayo Group, LLC,</b> Transferee,	)	
	)	
for Grant of Authority Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as amended, and Sections 63.04 and 63.24 of the	)	
Commission's Rules to Complete a Transfer of	)	
Control of Licensees to Zayo Group, LLC	)	
	)	

**JOINT APPLICATION**

360networks Corporation (“360-Parent” or “Transferor”), 360networks holdings (USA) inc. (“360-holdings”), 360networks (USA) inc. (“360networks”) (360-holdings and 360networks together, the “Licensees”) and Zayo Group, LLC (“Zayo Group” or “Transferee”) (collectively, “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Commission approval for a transaction whereby Zayo will acquire control of Licensees<sup>1</sup> from 360-Parent.

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<sup>1</sup> 360-holdings is a holding company that holds an international Section 214 authorization but does not provide any telecommunications services. 360networks provides interstate telecommunications services pursuant to blanket domestic Section 214 authorization and interna-

Although the proposed transaction will result in a change in the ultimate ownership of Licensees, no transfer of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. 360networks will continue to provide service to its existing customers under the same rates, terms and conditions. Accordingly, this transaction will have no effect on the rates, terms and conditions of service of the customers of 360networks.

In support of this Application, Applicants provide the following information:

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. 360networks Corporation, 360networks holdings (USA) inc. and 360networks (USA) inc.**

360-Parent is a corporation organized under the laws of British Columbia with principal offices located at 2101 4th Avenue, Suite 2000, Seattle, Washington 98121. 360-holdings is a Nevada corporation and indirect<sup>2</sup> subsidiary of 360-Parent. 360networks is a Nevada corporation and a wholly owned direct subsidiary of 360-Holdings. Licensees have principal offices located at 370 Interlocken Boulevard, Suite 600, Broomfield, Colorado 80021.

360networks is 360-holdings' operating subsidiary that provides regulated telecommunications services. 360networks provides Private Line Transport, Ethernet, and IP Transit services to telecommunications providers and end users. 360networks facilities-based fiber optic backbone provides coverage spanning 18,000 route miles covering 22 states and British Columbia. 360networks is authorized to provide local exchange and interexchange services in 36 states.

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tional telecommunications services pursuant to the international Section 214 authorization of 360-holdings, the direct parent of 360networks.

<sup>2</sup> 360-holdings is currently an indirect subsidiary of 360-Parent. Immediately prior to completion of the transaction that is the subject of this Application, 360-Parent will undergo a *pro forma* amalgamation resulting in 360-holdings becoming a direct subsidiary of 360-Parent. To the extent necessary, 360networks seeks approval of the amalgamation as part of this Application.

360networks also provides wholesale Voice over Internet Protocol and switched access services in 17 states.

**B. Zayo Group, LLC**

Zayo is a Delaware limited liability company with principal offices at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. Zayo is a wholly owned subsidiary of Zayo Group Holdings, Inc. (“Zayo Holdings”), a Delaware corporation and wholly owned subsidiary of Communications Infrastructure Investments, LLC (“CII”). CII has no majority owner. Zayo is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over dense regional and metropolitan fiber networks, enabling its customers to manage, operate, and scale their telecommunications and data networks. Zayo’s services are primarily used by wireless service providers, national and regional carriers and other communications service providers, media and content companies, and certain bandwidth-intensive enterprises.

Zayo’s fiber networks span over 24,000 route miles, serve 153 geographic markets in the District of Columbia and 31 states and connect to over 4,300 buildings, including approximately 1,978 cellular towers. These networks allow Zayo to provide bandwidth infrastructure services to customers over redundant fiber facilities between key customer locations. The majority of the markets that Zayo serves and buildings to which Zayo connects have few other networks capable of providing similar bandwidth infrastructure services.

**III. DESCRIPTION OF THE TRANSACTION**

Pursuant to the Stock Purchase Agreement, dated as of October 6, 2011, by and among 360-Parent, 360networks (fiber holdco) ltd., 360networks (fiber subco) ltd. and Zayo (the

“Agreement”), Zayo will acquire all of the outstanding shares of 360-holdings.<sup>3</sup> As a result of the Transaction, 360-holdings will become a direct subsidiary of Zayo. 360networks will remain a direct subsidiary of 360-holdings and therefore, an indirect subsidiary of Zayo. Diagrams depicting the pre- and post-transaction corporate structures of the companies are appended hereto as Exhibit A.

The current customers of 360networks will remain customers of 360networks immediately following the Transaction. Accordingly, the Transaction will be seamless to customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing. The only immediate change resulting from the Transaction will be that 360networks will be ultimately owned by Zayo.

Zayo is managerially, technically, and financially well-qualified to become the new ultimate owner of 360networks. As noted above, Zayo currently provides telecommunications services in the District of Columbia and 31 states. For additional detail on the financial and managerial qualifications of Zayo, please see [www.zayo.com](http://www.zayo.com). 360networks will therefore continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services to consumers supported by experienced Zayo management. 360networks will also be supported by the financial resources of Zayo.

#### **IV. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission’s Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

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<sup>3</sup> As stated above, immediately prior to the transaction, the intermediate subsidiaries between 360-Parent and 360-holdings will undergo a *pro forma* amalgamation resulting in 360-holdings becoming a direct subsidiary of 360-Parent.



- (c) **(Answer to Question 10)** Correspondence concerning this Application should be sent to:

For Applicants:

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For Zayo:

Scott E. Beer  
General Counsel  
Zayo Group, LLC  
400 Centennial Parkway, Suite 200  
Louisville, CO 80027  
303-381-4664 (Tel)  
303-226-5923 (Fax)  
sbeer@zayo.com

For 360networks:

Michel Singer Nelson  
Associate General Counsel  
360networks  
370 Interlocken Blvd., Suite 600  
Broomfield, CO 80021  
303-854-5513 (Tel)  
303-854-5100 (Fax)  
mnelson@360.net

**(d) Section 214 Authorizations**

Transferor: 360-Parent does not hold domestic or international Section 214 authorization.

Licensees: 360-holdings holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20010117-00029.<sup>4</sup> 360-holdings does not hold blanket domestic Section 214 authority.

360networks is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. 360networks provides international telecommunications services, pursuant to Section 63.21(h), under the international Section 214 authority of its parent, 360-holdings.

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<sup>4</sup> The international Section 214 authorization was originally granted to Dynegy Connect, L.P. and assigned to 360-Parent in IB File No. File No. ITC-ASG-20041217-00510 and assigned to 360-holdings in IB File No. ITC-ASG-20110923-00304.

Transferee: Zayo is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Zayo also holds international Section 214 authority to provide global facilities-based and resale services granted in IB File No. ITC-214-20091106-00475. The following subsidiary of Zayo also holds Section 214 authority:

American Fiber Systems, Inc. (“AFS”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. AFS also holds international Section 214 authority to provide global facilities-based service and global resale service granted in IB File No. ITC-214-20000929-00551.

Through Zayo Holdings, Zayo is also affiliated with the following carriers that hold Section 214 authority:

Onvoy, Inc. (“Onvoy”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. 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 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).<sup>5</sup>

Minnesota Independent Equal Access Corporation (“MIEAC”) holds Section 214 authority to lease transmission facilities to provide CEA service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

Zayo Enterprise Networks, LLC (“ZEN”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. ZEN also holds international Section 214 authority to provide global or limited global resale service granted in IB File No. ITC-214-20091016-00444 (Nov. 27, 2009).

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<sup>5</sup> 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.



(h) (Answer to Questions 11 & 12) The following entities hold, directly or indirectly a 10% or greater interest<sup>6</sup> in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:<sup>7</sup>

Pre- and Post-Transaction Ownership of 360networks:

The following entity holds and will hold post-transaction a ten percent (10%) or greater direct interest in **360networks (USA) inc.**:

Name:	360networks holdings (USA) inc.
Address:	370 Interlocken Blvd., Suite 600 Broomfield, CO 80021
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100% (directly in 360networks)

Pre-Transaction Ownership of 360-holdings:

The following entities hold a ten percent (10%) or greater direct or indirect interest in **360networks holdings (USA) inc.**:

Name:	360networks Corporation
Address:	2101 Fourth Avenue, Suite 2000 Seattle, WA 98121
Citizenship:	Canada
Principal Business:	Telecommunications Holding Company
% Interest:	100% <sup>8</sup>

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<sup>6</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

<sup>7</sup> While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

<sup>8</sup> 360-Parent currently indirectly wholly owns 360-holdings through its wholly-owned Canadian subsidiaries, 360networks (fiber holdco), ltd. and 360networks (fiber subco) ltd. Immediately prior to the transaction, 360-Parent will undergo a *pro forma* amalgamation of these entities resulting in 360-holdings becoming a direct subsidiary of 360-Parent.

The following entities hold a ten percent (10%) or greater direct or indirect interest in **360networks Corporation:**

Name: J.P. Morgan Securities, LLC  
Address: 4 New York, Plaza, 16th Floor  
New York, New York 10004  
Citizenship: U.S.  
Principal Business: Financial Services  
% Interest: 20.8%

Name: Davidson Kempner Capital Management  
Address: 65 East 55th Street, 19th Floor  
New York, New York 10022  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: 25.5%

Name: Greg Maffei  
Address: 1230 Liberty Blvd.  
Englewood, CO 80112  
Citizenship: U.S.  
Principal Business: Individual  
% Interest: 23.6%

Except as set forth above, to Licensees' knowledge, no person or entity owns or controls, directly or indirectly, a 10% or more interest in 360-Parent.

**Post-Transaction Direct Ownership of 360-holdings:**

The following entity will hold a ten percent (10%) or greater direct interest in **360networks holdings (USA) inc.:**

Name: Zayo Group, LLC  
Address: 400 Centennial Parkway, Suite 200  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Telecommunications  
% Interest: 100% (directly in 360-holdings)

Pre- and Post-Transaction Ownership of Transferee:

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

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

- 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 Zayo Holdings)

- 3) The following entities and individuals hold a ten percent (10%) or greater, direct or indirect, interest in **Communications Infrastructure Investments, LLC**:

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 Transferee's 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 Transferee's 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 Transferee's 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 Transferee's knowledge, no other person or entity, directly or indirectly,

owns or controls a 10% or greater interest in Zayo through CII.

Except for its affiliates, Onvoy and ZEN which each are non-dominant foreign carriers in Canada, Zayo does not have an interlocking directorates with a foreign carrier. Zayo also holds a reseller registration and BITS in Canada and thus is a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is a non-dominant foreign carrier in Canada. Transferee 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 foreign carriers, ZEN and Onvoy. ZEN holds a license to provide basic international telecommunications services ("BITS") and is registered as a reseller of telecommunications services in Canada. Onvoy is registered as a reseller of telecommunications services in Canada. In addition, 360networks and its affiliate, 360networks Vancouver Ltd. ("360-Vancouver"), are foreign carriers in Canada. 360networks is registered as a reseller of telecommunications services in Canada. 360-Vancouver holds a BITS license and is registered as a reseller of telecommunications services in Canada.

(j) **(Answer to Question 15)** Transferee certifies that, through its acquisition of control of Licensees, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States. However, Transferee certifies that it is a foreign carrier and is affiliated with two foreign carriers, ZEN and Onvoy. Zayo, ZEN and Onvoy are each authorized to provide telecommunications services in Canada. In addition, 360networks and 360-Vancouver are foreign carriers in Canada. Upon completion of the Transaction, Transferee and Licensees will each either be, or affiliated with multiple, foreign carriers in Canada.

**(k)** Transferee certifies that Canada, the country referenced in paragraph (j) above, is a Member of the World Trade Organization (“WTO”). Zayo, ZEN, Onvoy, 360networks and 360-Vancouver, the foreign carriers listed in paragraph (j), are not on the Commission’s List of Foreign Telecommunications Carriers that are presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offer services in competition with dominant foreign carriers and others.

**(l)** Transferee may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where it is a foreign carrier and has a foreign carrier affiliation. As demonstrated above and because Zayo, ZEN, Onvoy, 360networks and 360-Vancouver 50 percent market share in the international transport and the local access markets on the foreign end of the route, Zayo, ZEN, Onvoy, 360networks and 360-Vancouver should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(3).

**(m)** Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(1,3), because it is a non-dominant foreign carrier and is (and will be) affiliated with non-dominant foreign carriers in a country that is a Member of the WTO.

**(n)** Transferee and Licensees certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**(o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.



(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. §63.12(a)-(b). Transferee is a foreign carrier and affiliated with foreign carriers that provide telecommunications services in Canada. Nevertheless, Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) for the reasons detailed in response to paragraphs (k) and (m) above.

**V. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) While 360-holdings holds international Section 214 authorization, 360-holdings does not provide intrastate, interstate or international telecommunications. 360networks provides telecommunications services in Arizona, California, Colorado, Idaho, Illinois, Iowa, Minnesota, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oregon, South Dakota, Texas, Utah, Washington, Wisconsin and Wyoming, where it is authorized to provide local exchange and/or interexchange telecommunications services. 360networks is also authorized to provide local exchange and/or interexchange telecommunications services but does not currently provide such intrastate or interstate telecommunications services in the following states: Connecticut, Delaware, the District of Columbia, Florida, Georgia, Indiana, Kentucky, Louisiana, Maine, Michigan, Mississippi, Missouri, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Vermont and West Virginia.

(ii) Zayo and its subsidiary, AFS, together provide dark fiber and/or wholesale bandwidth services in Alabama, Arizona, California, Colorado, Delaware, the District of Columbia, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Maryland, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Jersey, New York, North Carolina, Ohio, Oregon, Pennsylvania, Tennessee, Texas, Utah, Virginia, Washington and West Virginia. Zayo and/or AFS hold authorizations to provide local exchange and/or interexchange telecommunications services in each of those states.

(iii) Zayo's subsidiary, AFS, currently owns 55% of USCarrier Telecom, LLC ("USC"), which holds blanket domestic Section 214 authorization and international Section 214 authorization to provide global or limited global resold services granted in File No. ITC-214-1998022400140. USC offers data, internet access and voice services to telecommunications carriers in Alabama, Florida Georgia, South Carolina and Tennessee.

(iv) Zayo is affiliated, through Zayo Holdings, with Onvoy, MIEAC and ZEN which also provide telecommunications services. Onvoy provides competitive local exchange services in Colorado, Indiana, Michigan Minnesota, North Dakota, Ohio and Wisconsin and interexchange services in Indiana, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin. MIEAC provides centralized equal access services in Minnesota and North Dakota. ZEN provides telecommunications services in Colorado, Idaho, Indiana, Michigan, Minnesota, Ohio, Tennessee and Washington.<sup>9</sup>

(v) To Transferee's knowledge, Transferee is currently affiliated with the following carriers through MCVP VI and its affiliates:

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<sup>9</sup> ZEN is authorized to provide intrastate (local exchange, interexchange and/or private line) telecommunications services in each of these states. In addition, ZEN is authorized to provide, but not currently provide, such services in California.

Through MCVP VI the Transferee is currently affiliated with (2) Airband Communications, Inc., a fixed wireless provider, (2) Baja Broadband Operating Company, LLC, a cable provider and wireless license holder, (3) CNG Communications, Inc., a fixed wireless broadband provider, (3) CSDVRS, LLC, a video relay services provider, (4) Data Net Communication Group, Inc., KeySpan Communications Corp., Light Tower Holdings LLC and Verosity Technology Partners, affiliated fiber providers, (7) PRWireless, Inc., a fixed wireless provider, (8) Sparkplug Central, Inc., Sparkplug Inc., Sparkplug Las Vegas, Inc and Sparkplug Southwest, LLC, affiliated fixed wireless broadband providers, and (8) Triad 700, LLC, a 700 MHz provider.

The members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners V, L.P., a Delaware limited partnership ("M/C Partners V"), through their membership interests in M/C VP V, LLC which is the sole general partner of M/C Partners V. In addition, three of the members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners IV, L.P., a Delaware limited partnership ("M/C Partners IV"), through their membership in M/C VP IV, LLC which is the sole general partner of M/C Partners IV.

Specifically, the general partner of M/C Partners IV is M/C VP IV, LLC, a Massachusetts limited liability company. James F. Wade, David D. Croll and Matthew J. Rubins, all U.S. citizens, are the members of M/C VP IV, LLC. As stated in the Application, Messrs. Wade, Croll, and Rubins are also members of M/C Venture Partners, LLC.

The general partner of M/C Partners V is M/C VP V, LLC, a Massachusetts limited liability company. The same four individual U.S. citizens that are members of M/C Venture Partners, LLC are also the members of M/C VP V, LLC.

M/C Partners V has 10% or greater, direct or indirect, interest in the following telecommunications services providers:

- Cleveland Unlimited, LLC (approximately 42% direct interest) - a Delaware limited liability company and its operating subsidiaries comprising a non-dominant wireless local and long distance telecommunications service situated in Cleveland, Ohio;
- TX-11 Acquisition, LLC (approximately 40% direct interest) - a Delaware limited liability company (d/b/a Cellular One of East Texas) and its operating subsidiaries that comprise a non-dominant wireless carrier based in Lufkin, Texas;
- PRWireless, Inc. (approximately 19% indirect interest) - a Delaware corporation that owns and operates a non-dominant wireless carrier based in Puerto Rico. As stated in the Application, M/C Partners VI holds a 19% interest in PRWireless, LLC.

(vi) Through Columbia Capital IV, the Company is currently affiliated with (1) PRWireless, LLC, a fixed wireless provider; (2) New Global Telecom, Inc., wholesaler of managed VoIP services to communications services providers; (3) Triad AWS, LLC, a spectrum holding entity; (4) Horizon Wi-Com, LLC, a spectrum holding entity; (5) Baja Broadband Holding Company LLC - a cable provider and wireless license holder; (6) Progeny LMS Holdings, LLC - a spectrum holding entity; (7) TVCC One Six Holdings, LLC - a spectrum holding entity; and (8) Telecom Transport Management and its subsidiaries, TTM Operating Corporation, Inc. and TTM Virginia, Inc. - provider of backhaul services to wireless operators.

(vii) To Zayo's knowledge, Zayo is not affiliated with any other telecommunications carriers.

**(a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and

the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

**(a)(9)** Licensees do not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this transaction.

**(a)(10)** No party is requesting special consideration because it is facing imminent business failure.

**(a)(11)** Not applicable.

**(a)(12)** Applicants submit that the transaction described herein will serve the public interest. Under new ownership, 360networks will continue to provide high-quality telecommunications services to consumers, while gaining access to the additional resources and operational expertise of Zayo. 360networks will also benefit by being able to offer services to multi-location business and enterprise customers across a much larger footprint in combination with Zayo. 360networks' network complements Zayo's network and the acquisition will increase Zayo's existing fiber footprint, giving the combined companies greater market depth and breadth as a result of the Transaction. The Transaction will make 360networks and Zayo stronger competitors and thereby benefit consumers.

The transfer of control of Licensees will not result in a change of carrier for customers or any assignment of existing Commission authorizations. Further, the rates, terms and conditions of services currently provided by 360networks to its customers will not change as a result of the transaction. The Transaction, therefore, will be seamless and transparent to customers and 360networks will continue to provide high-quality communications services to its

customers without interruption and without change in rates, terms or conditions. Future changes in those rates, terms and conditions, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements.

**VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of 360networks holdings (USA) inc., directly, and 360networks (USA) inc., indirectly, to Zayo Group, LLC.

Respectfully submitted,



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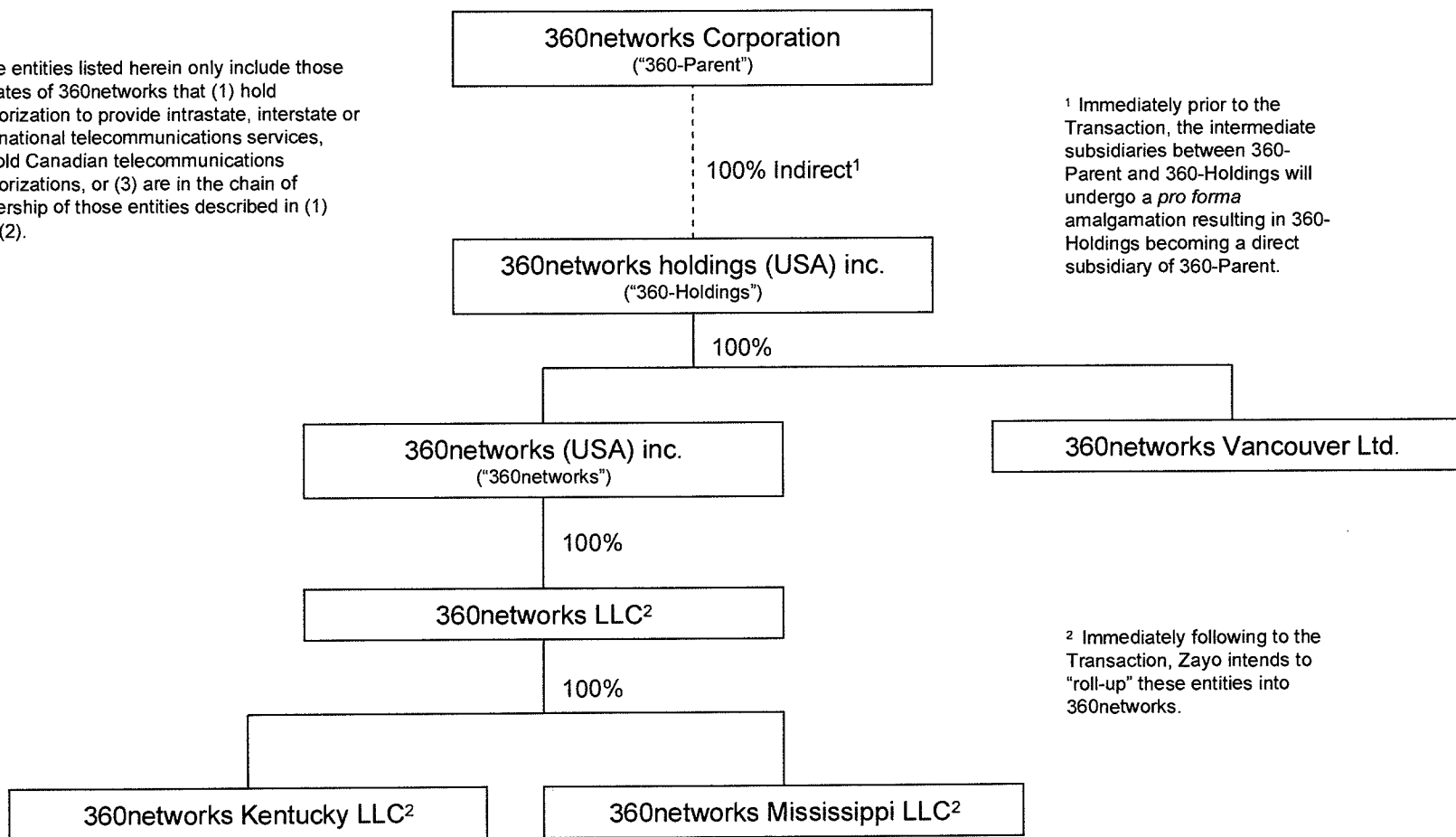
Dated: October 6, 2011

**EXHIBIT A**

**Pre- and Post-Transaction Corporate Structure Charts**

# Pre-Transaction Corporate Structure of 360networks\*

\* The entities listed herein only include those affiliates of 360networks that (1) hold authorization to provide intrastate, interstate or international telecommunications services, (2) hold Canadian telecommunications authorizations, or (3) are in the chain of ownership of those entities described in (1) and (2).



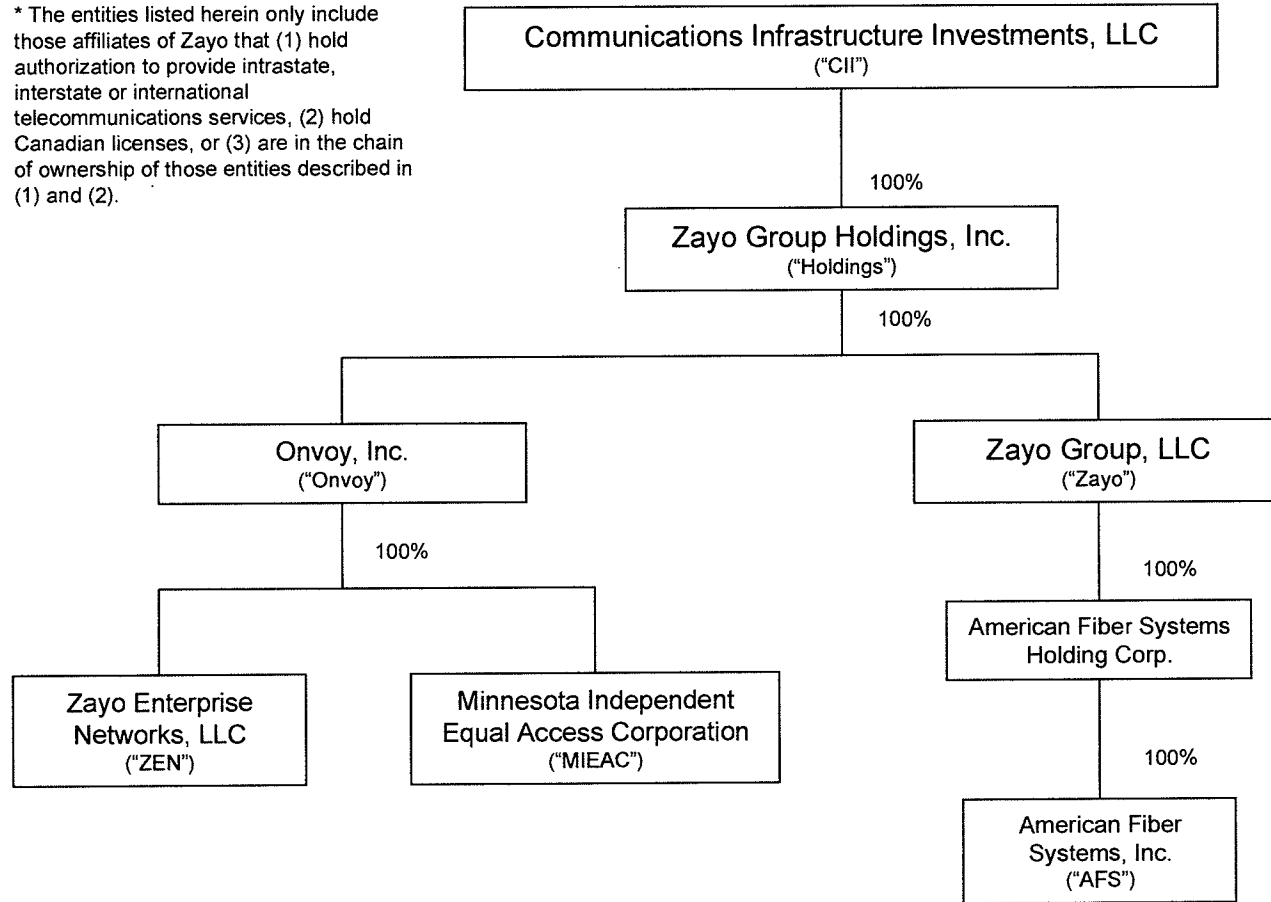
¹ Immediately prior to the Transaction, the intermediate subsidiaries between 360-Parent and 360-Holdings will undergo a *pro forma* amalgamation resulting in 360-Holdings becoming a direct subsidiary of 360-Parent.

² Immediately following to the Transaction, Zayo intends to "roll-up" these entities into 360networks.



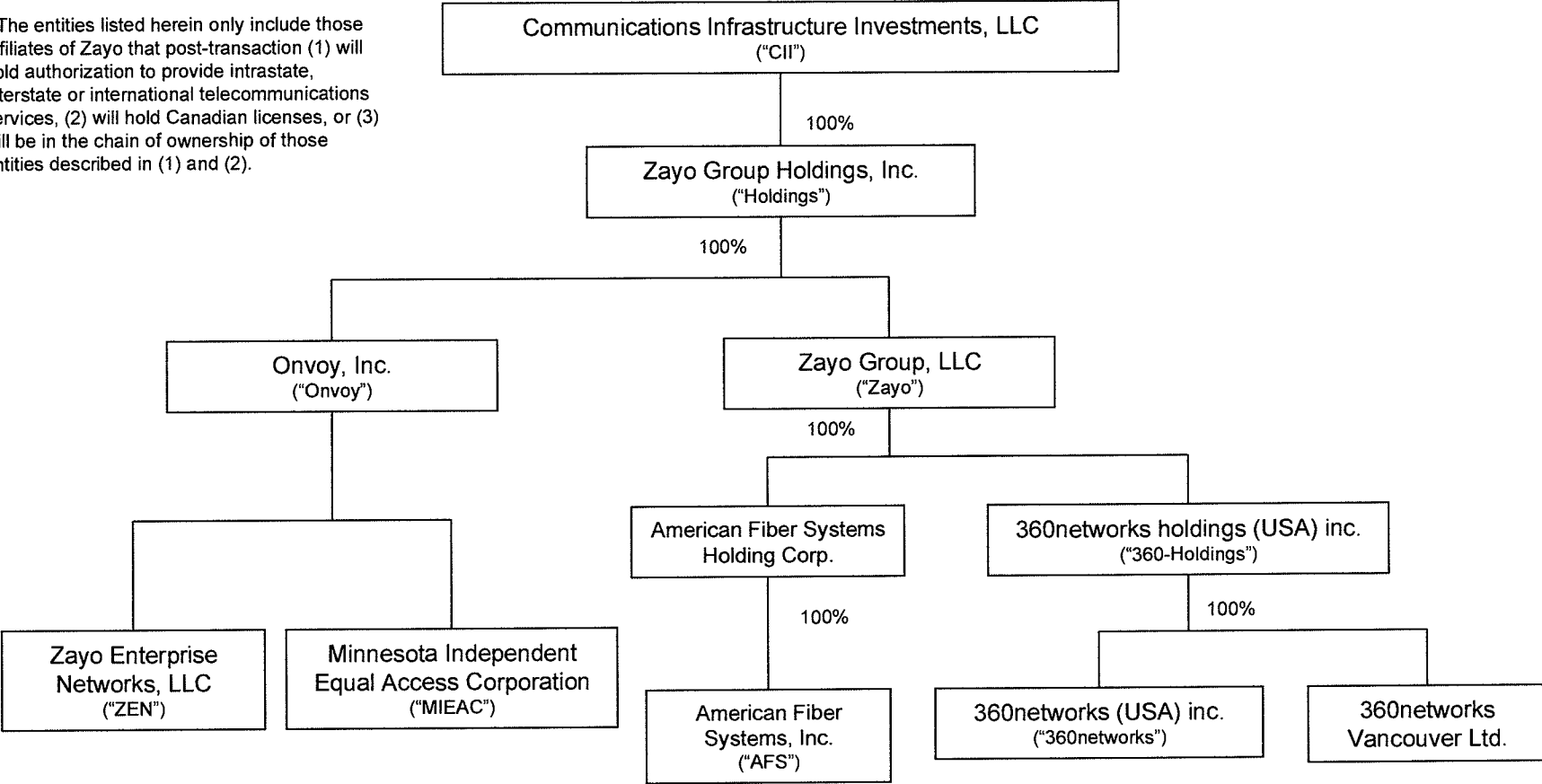
# Pre-Transaction Corporate Structure of Zayo Group, LLC\*

\* The entities listed herein only include those affiliates of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services, (2) hold Canadian licenses, or (3) are in the chain of ownership of those entities described in (1) and (2).

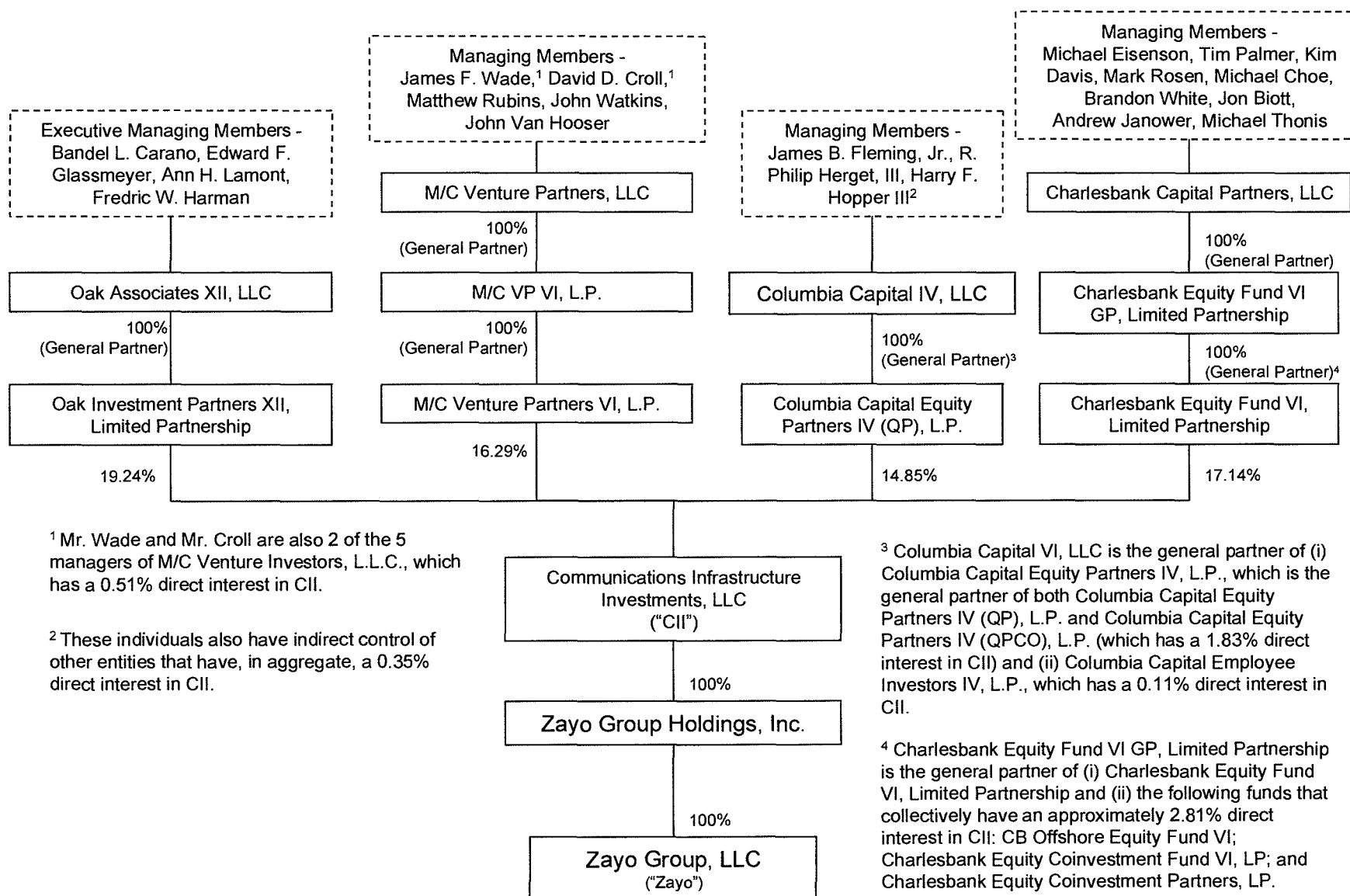


# Post-Transaction Corporate Structure of Applicants\*

\* The entities listed herein only include those affiliates of Zayo that post-transaction (1) will hold authorization to provide intrastate, interstate or international telecommunications services, (2) will hold Canadian licenses, or (3) will be in the chain of ownership of those entities described in (1) and (2).



## Pre- and Post-Transaction Corporate Structure of CII

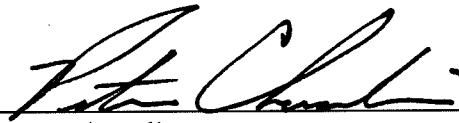


## Verifications

## VERIFICATION

I, Peter Chevalier, state that I am the Associate General Counsel of Zayo Group, LLC (“Zayo”); that I am authorized to make this Verification on behalf of Zayo; 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.

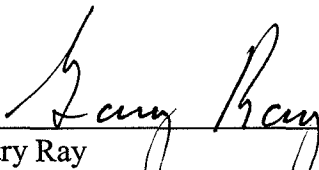
I declare under penalty of perjury that the foregoing is true and correct. Executed this 4<sup>th</sup> day of October, 2011.

  
\_\_\_\_\_  
Peter Chevalier  
Associate General Counsel  
Zayo Group, LLC

## VERIFICATION

I, Gary Ray, state that I am the Vice President and General Counsel of 360networks Corporation and 360networks holdings (USA) inc. (the "Company"); that I am authorized to make this Verification on behalf of Company; 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 4<sup>th</sup> day of October, 2011.

  
\_\_\_\_\_  
Gary Ray  
Vice President and General Counsel