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March 30, 2012

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 AboveNet, Inc., Transferor, AboveNet Communications, Inc. and AboveNet International, Inc., Licensees, and Zayo Group, LLC, 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

Dear Ms. Dortch:

On behalf of AboveNet, Inc., AboveNet Communications, Inc. ("AboveNet"), AboveNet International, Inc. ("ABN-Int'l") (AboveNet and ABN-Int'l 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 transfer application and international section 214 transfer applications ("Combined Application"). Applicants are simultaneously filing the Combined Application with the Wireline Competition Bureau, in accordance with the Commission's rules.

This filing and the applicable credit card payments in the amount of \$1,050.00 which satisfy the filing fees required for the applications 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
Brett P. Ferenchak

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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 Licensees.

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

II. DESCRIPTION OF THE APPLICANTS

A. AboveNet, Inc., AboveNet Communications, Inc. and AboveNet International, Inc.

ABN-Parent is a publicly-held Delaware corporation (NYSE: ABVT) with principal offices located at 360 Hamilton Avenue, White Plains, New York 10601. AboveNet is a Delaware corporation and wholly-owned direct subsidiary of ABN-Parent. ABN-Int'l is a Delaware corporation and wholly-owned direct subsidiary of AboveNet. ABN-Parent and its subsidiaries, including AboveNet and ABN-Int'l, are leading providers of dedicated end-to-end fiber optic infrastructure and high-bandwidth Internet connectivity, both domestically and internationally. Their optical network enables their corporate, carrier and governmental customers to implement data, video, Internet and multimedia applications. Collectively, AboveNet and its subsidiaries are authorized to provide telecommunications services in 32 states and the District of Columbia.

As a publicly-held corporation, the percentage of ABN-Parent's shares held by an entity at any given time may fluctuate. According to the SEC Form 13-G/A filed on February 6, 2012 by Franklin Mutual Advisers, LLC ("FMA"), Franklin Resources, Inc. ("Franklin") holds a 17.8% indirect beneficial ownership interest in ABN-Parent through one or more open-end investment companies or other managed accounts which are managed by FMA pursuant to investment management contracts. FMA and Franklin are U.S. investment companies whose address is 101 John F. Kennedy Parkway, Short Hills, NJ 07078-2789. Franklin is a publicly held corporation (NYSE: BEN). To ABN-Parent's knowledge, no other person or entity directly or indirectly owns or controls a 10% or more interest in ABN-Parent.

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”), a Delaware limited liability company. CII has no majority owner, but the following entities currently own or control a 10% or greater interest¹ in CII:

Oak Investment Partners: Oak Investment Partners is a multi-stage venture capital firm whose primary investment focus is on high growth opportunities in clean energy, financial services technology, healthcare, information technology, Internet and consumer industries. Currently, the following private equity fund, entities and persons affiliated with Oak Investment Partners own or control approximately 19% of CII:

Oak Investment Partners XII, Limited Partnership (“Oak Investment XII”) directly holds an approximately 19.48% interest in CII. Oak Associates XII, LLC (“Oak Associates”) is the general partner of Oak Investment XXI. Both entities have a principal business of investments, are U.S. entities and have an address of 525 University Avenue, Suite 1300, Palo Alto, California 94301. 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 and Fredric W. Harman. To the Transferee’s knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or more interest in CII through Oak Investments XII.

M/C Venture Partners: M/C Venture Partners is a private equity firm that focuses on investments in the communications, IT and media sectors. Currently, the following funds, entities and persons affiliated with M/C Venture Partners collectively own or control approximately 17% of CII:

M/C Venture Partners VI, L.P. (“MCVP VI”) directly holds an approximately 16.49% interest in CII. M/C VP VI, L.P. is the general partner of MCVP VI. M/C Venture Partners, LLC is the

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

general partner of M/C VP VI, L.P. All of these entities have a principal business of investments, are U.S. entities and have an address of 75 State Street, Suite 2500, Boston, Massachusetts 02109. 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 and 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 Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or more interest in CII through MVCP VI.

Columbia Capital: Columbia Capital is a venture capital firm that invests in wireless, broadband, media, and enterprise information technology industries. Currently, the following funds, entities, and persons affiliated with Columbia Capital collectively own or control approximately 17% of CII:

Columbia Capital Equity Partners IV (QP), L.P. ("Columbia Capital IV") directly holds an approximately 15.04% interest in CII. Columbia Capital IV, LLC indirectly controls an approximately 17.00% interest 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. (1.85% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.11% direct interest in CII). All of these entities that own or control more than 10% of CII have a principal business of investments, are U.S. entities and have an address of 201 N. Union Street, Suite 300, Alexandria, Virginia 22314. 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 and Harry F. Hopper III. These individuals also have indirect control of other entities that have, in aggregate, a 0.36% 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.

Charlesbank Capital Partners: Charlesbank Capital Partners is a private equity investment firm that focuses on middle-market investments in the communications, consumer, education, energy, financial services, healthcare and industrial industries. Currently, the following funds and entities affiliated with Charlesbank Capital Partners collectively own or control approximately 20% of CII:

Charlesbank Equity Fund VI, Limited Partnership (“Charlesbank VI”) directly holds an approximately 16.83% interest in CII. Charlesbank Equity Fund VI GP, Limited Partnership (“Charlesbank VI GP”) indirectly holds an approximately 19.59% interest in CII as the general partner of (i) Charlesbank VI, (ii) CB Offshore Equity Fund VI (1.96% direct interest in CII), (iii) Charlesbank Equity Coinvestment Fund VI, LP (0.75% direct interest in CII), and (iv) Charlesbank Equity Coinvestment Partners, LP (0.05% direct interest in CII). Charlesbank Capital Partners, LLC is the general partner of Charlesbank VI GP. All of these entities that own or control more than 10% of CII have a principal business of investment management, are U.S. entities and have an address of 200 Clarendon, 5th Floor, Boston, Massachusetts 02116. 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 and 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.

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 45,500 route miles, serve 70 metro markets in the District of Columbia and 42 states and connect to over 5,100 buildings, including approximately 2,250 cellular towers. These networks allow Zayo to provide bandwidth infrastructure services to customers over redundant fiber facilities between key customer locations.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Agreement and Plan of Merger, dated as of March 18, 2012, by and among Zayo, Voila Sub, Inc. (a wholly-owned direct subsidiary of Zayo created for purposes of the merger) (“Merger Sub”) and ABN-Parent, Zayo will acquire all of the outstanding equity interests in ABN-Parent (the “AboveNet Merger”) for cash. Specifically, Merger Sub will merge with and into ABN-Parent, whereupon the separate existence of Merger Sub will cease and ABN-Parent will be the surviving corporation. As a result, ABN-Parent will become a wholly-owned direct subsidiary of Zayo. AboveNet will remain a direct subsidiary of ABN-Parent and ABN-Int’l will remain a direct subsidiary of AboveNet; therefore, Licensees will become indirect subsidiaries of Zayo.

The current customers of Licensees will remain customers of Licensees immediately following the AboveNet Merger. Accordingly, the AboveNet Merger 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 AboveNet Merger will be that Licensees will be ultimately owned by Zayo.

Zayo is managerially, technically, and financially well-qualified to complete the AboveNet Merger. As noted above, Zayo and its subsidiaries are currently authorized to provide telecommunications services and/or dark fiber in the District of Columbia and 42 states. For additional detail on the financial and managerial qualifications of Zayo, please see www.zayo.com. Licensees will therefore continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services to consumers supported by experienced Zayo management. Licensees will also be supported by the financial resources of Zayo.

In order to fund a portion of the consideration payable in the AboveNet Merger, CII has entered into a Class C Securities Purchase Agreement with several purchasers named therein, dated as of March 18, 2012. Under the Class C Securities Purchase Agreement, which is expected to close immediately prior to the AboveNet Merger, funds affiliated with GTCR LLC (“GTCR”) and Charlesbank Capital Partners will acquire ownership interests in CII (the “Equity Financing” and together with the AboveNet Merger, the “Transactions”). Specifically, the funds affiliated with GTCR will acquire an approximately 17% interest in CII. As a result, these funds affiliated with GTCR collectively will acquire approximately 17% indirect ownership of Zayo and, upon completion of the AboveNet Merger, AboveNet and ABN-Int’l. The Equity Financing, however, will not dilute the ownership of the existing owners of CII below 10% each. This change in minority ownership of Zayo will be transparent to the customers of Zayo, its subsidiaries and affiliates, who will continue to enjoy the same rates, terms and conditions of service as they do prior to the Transaction.

Diagrams depicting the pre- and post-Transaction corporate organization structures of the Applicants are appended hereto as Exhibit A.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) 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:

(a) Name, address and telephone number of each Applicant:

Transferor

AboveNet, Inc.
360 Hamilton Avenue
White Plains, New York 10601
914-421-6700

FRN: 0021640487

For ABN-Parent and AboveNet:

Brad Mutschelknaus
Joan M. Griffin
Winafred Brantl
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3050 K Street, N.W.
Washington, DC 20007
202-342-8819 (tel)
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with copies to:

Jill Sandford
Associate General Counsel
AboveNet, Inc.
360 Hamilton Avenue
White Plains, NY 10601
914-421-7585 (tel)
914-421-6793 (fax)
jsandford@above.net

(d) Section 214 Authorizations

Transferor: ABN-Parent does not hold domestic or international Section 214 authority.

Licensees: AboveNet holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-19990218-00110. AboveNet is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

AboveNet Communications Europe Limited (“ABN-Europe”), provides international telecommunications services, pursuant to Section 63.21(h), under the international Section 214 authority of its parent, AboveNet.

ABN-Int’l holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-19990923-00617. ABN-Int’l does not hold blanket domestic Section 214 authority.

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 subsidiaries of Zayo also hold Section 214 authority:

360networks holdings (USA) inc. (“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-

20010117-00029.² 360-holdings does not hold blanket domestic Section 214 authority.

360networks (USA) inc. (“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 direct parent, 360-holdings.

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).³

Minnesota Independent Equal Access Corporation (“MIEAC”) holds Section 214 authority to lease transmission facilities to provide centralized equal access (“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 author-

² The international Section 214 authority was originally granted to Dynegy Connect, L.P. and assigned to 360networks Corporation, the parent company of 360-holdings, in IB File No. File No. ITC-ASG-20041217-00510. The authority was then assigned to 360-holdings in IB File No. ITC-ASG-20110923-00304.

³ The international Section 214 authorities 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.

ity. 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).

Zayo has also executed an agreement to acquire the following carrier that holds Section 214 authority:⁴

Arialink Telecom, LLC (“Arialink”) is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Arialink does not hold international Section 214 authority.

(h) (*Answer to Questions 11 & 12*) The following entities will hold, directly or indirectly, a 10% or greater interest⁵ in Applicants upon completion of the Transactions as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:

Post-Transaction Ownership of Licensees:

The following entity will hold a ten percent (10%) or greater direct interest in **AboveNet International, Inc.**:

Name:	AboveNet Communications, Inc.
Address:	360 Hamilton Avenue White Plains, New York 10601
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100%

⁴ See WC Docket No. 12-73. Zayo expects to complete the acquisition of Arialink Telecom, LLC shortly after the Commission grants approval of the application filed in WC Docket No. 12-73.

⁵ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

The following entity will hold a ten percent (10%) or greater direct interest in **AboveNet Communications, Inc.:**

Name: AboveNet, Inc.
Address: 360 Hamilton Avenue
White Plains, New York 10601
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100%

Post-Transaction Ownership of ABN-Parent:

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

Name: Zayo Group, LLC
Address: 400 Centennial Parkway, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Telecommunications
% Interest: 100%

Post-Transaction Ownership of Zayo:

The following entities will hold a ten percent (10%) or greater direct or indirect 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)

Name: Communications Infrastructure Investments, LLC
Address: 400 Centennial Parkway, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in Zayo as the 100% owner of Zayo Holdings)

Post-Transaction Ownership of CII:

The following entities and individuals will 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: 16.85% (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: 16.85% (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, will own 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: 14.80% (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: 14.80% (indirectly as the general partner of M/CVP VI)

Name: M/C Venture Partners, LLC
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 14.80% (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 0.46% direct interest in CII.

To the Transferee's knowledge, no other person or entity, directly or indirectly, will own 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: 13.50% (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: 15.26% (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. (1.66% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.10% 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 will have, in aggregate, a 0.32% direct interest in CII.

To the Transferee's knowledge, no other person or entity, directly or indirectly, will own or control 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: 12.54% (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: 14.61% (indirectly in CII as the general partner of (i) Charlesbank VI, (ii) CB Offshore Equity Fund VI (1.46% direct interest in CII), (iii) Charlesbank Equity Coinvestment Fund VI, LP (0.56% direct in-

terest in CII), and (iv) Charlesbank Equity Coinvestment Partners, LP (0.05% 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: 14.61% (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, will own or control a 10% or greater interest in CII through Charlesbank VI GP.

Name: GTCR Fund X/A LP
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S.
Principal Business: Investments
% Interest: 13.21% (directly in CII)

Name: GTCR Partners X/A&C LP
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S.
Principal Business: Investments
% Interest: 16.99% (indirectly in CII as the general partner of (i) GTCR Fund X/A LP, and (ii) GTCR Fund X/C LP (3.78% direct interest in CII))

Name: GTCR Investment X LLC
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S.
Principal Business: Investments
% Interest: 17.11% (indirectly in CII as the general partner of
(i) GTCR Partners X/A&C LP, and (ii) GTCR Co-
Invest X LP (0.12% direct interest in CII))

The following individuals are members of the board of managers of GTCR Investment X LLC, are all U.S. citizens, and can be reached through GTCR Investment X LLC:

Mark M. Anderson
Craig A. Bondy
Philip A. Canfield
David A. Donnini
David S. Katz
Constantine S. Mihas
Collin E. Roche
Sean L. Cunningham
Aaron D. Cohen

To the Transferee's knowledge, no other person or entity, directly or indirectly, will own or control a 10% or greater interest in CII through GTCR Fund X/A LP, GTCR Partners X/A&C LP or GTCR Investment X LLC.

To the Transferee's knowledge, no other person or entity, directly or indirectly, will own or control a 10% or greater interest in Zayo through CII.

Except for the following subsidiaries and affiliates, which have the same officers and directors as Zayo, Zayo does not have any interlocking directorates with a foreign carrier: Onvoy, ZEN, 360networks and 360networks Vancouver, Ltd. ("360-Vancouver"). Each of these subsidiaries and affiliates is a non-dominant foreign carrier in Canada. In addition, 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, specifically 360networks,

360-Vancouver, ZEN and Onvoy. 360networks, 360-Vancouver, ZEN and Onvoy are each registered as a reseller of telecommunications services in Canada. Also, 360-Vancouver and ZEN each holds a license to provide basic international telecommunications services (“BITS”) in Canada.

Upon completion of the Transactions, Zayo will also be affiliated with the following subsidiaries of AboveNet that are non-dominant foreign carriers:

<u>Entity</u>	<u>Country</u>	<u>Type of Authority</u>
AboveNet Canada Inc. (“ABN-Canada”)	Canada	Reseller Registration
AboveNet Communications Europe Limited (“ABN-Europe”)	France	Telecommunications Services
	Germany	Telecommunications Services
	Netherlands	Public electronic communications service
AboveNet Communications UK Limited (“ABN-UK”)	Germany	Telecommunications Services
	United Kingdom	Code Powers for electronic communications networks and services

(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 four foreign carriers: 360networks, 360-Vancouver, ZEN and Onvoy. Zayo, 360networks, 360-Vancouver, ZEN and Onvoy are each authorized to provide telecommunications services in Canada. Upon completion of the Transactions, Transferee and

Licensees will each either be a foreign carrier, or affiliated with multiple foreign carriers, as described in (i) above.

(k) Transferee certifies that Canada, France, Germany, the Netherlands and the United Kingdom are each a Member of the World Trade Organization (“WTO”). Zayo, ZEN, Onvoy, 360networks, 360-Vancouver, ABN-Canada, ABN-Europe, and ABN-UK 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 offers 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, 360-Vancouver, ABN-Canada, ABN-Europe, and ABN-UK have less than 50 percent market share in the international transport and the local access markets on the foreign end of the route, Transferee 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 countries that are Members 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 in Canada and affiliated with foreign carriers that provide telecommunications services in Canada, France, Germany, the Netherlands and the United Kingdom. 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), (l) 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) AboveNet provides telecommunications services in Arizona, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Illinois, Maryland, Massachusetts, Michigan, Minnesota, Nevada, New Jersey, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, Texas, Utah (AboveNet of Utah L.L.C.), Virginia (AboveNet of VA, L.L.C.), Washington and West Virginia, where it is authorized to provide local exchange and/or interexchange telecommunications services. AboveNet 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: Georgia, Kansas, Louisiana, Missouri, New Mexico, Ohio, Oklahoma, and South Carolina.

(ii) Zayo and its subsidiaries, 360networks and AFS, collectively provide dark fiber and/or telecommunications services in Alabama, Arizona, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, Rhode Island, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Zayo, 360networks and/or AFS hold authorizations to provide local exchange and/or interexchange telecommunications services in each of those states as well as the following states where they do not currently provide such telecommunications services: New Hampshire, Oklahoma, South Carolina and Vermont.

As stated above, Zayo is in the process of acquiring Arialink Telecom, LLC, which provide telecommunications services in Michigan.

(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 California, Colorado, Indiana, Michigan Minnesota, North Dakota, Ohio and Wisconsin and interexchange services in Indiana, Michigan, Minnesota, Nebraska, North Dakota, Ohio,

South Dakota and Wisconsin. Onvoy is also authorized to provide local exchange or interexchange services in Montana, Nebraska (local exchange and access), Nevada, North Dakota (local exchange and access), Oregon, Texas (interexchange), Utah and Washington and is seeking such authority in Arizona, Iowa, New Mexico, New York, South Dakota (local exchange), Texas (local exchange) and Wyoming. MIEAC provides CEA services in Minnesota and North Dakota. ZEN provides telecommunications services in Colorado, Idaho, Indiana, Michigan, Minnesota, Ohio, Tennessee and Washington. ZEN is authorized to provide intrastate (local exchange, interexchange and/or private line) telecommunications services in each of these states.

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

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: (1) Cleveland Unlimited, LLC - a non-dominant wireless local and long distance telecommunications service provided in Cleveland, Ohio; (2) TX-11 Acquisition, LLC (d/b/a Cellular One of East Texas) - non-dominant wireless carrier based in Lufkin, Texas; and (3) PRWireless, Inc., a fixed wireless provider.

(vi) Through Columbia Capital IV, Transferee is currently affiliated with (1) PRWireless, Inc., 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, providers of backhaul services to wireless operators.

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

(viii) To Zayo's knowledge, Zayo will not become affiliated with any other telecommunications carriers as a result of the equity investment by GTCR LLC.

(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 (as defined in the Act)) 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. As part of Zayo, Licensees will continue to provide high-quality telecommunications services to consumers while gaining access to the additional resources and operational expertise of Zayo. Licensees will also benefit by being able to offer services to multi-location business

and enterprise customers across a larger footprint in combination with Zayo. The network of AboveNet's subsidiaries complements Zayo's network and the acquisition will increase Zayo's existing fiber footprint. Approval of the Transaction also will serve the public interest in promoting competition among telecommunications carriers by providing Applicants with access to greater financial resources that will allow them to combine their operations and thereby become more effective competitors to larger incumbent telecommunications providers. In essence, the Transaction will make Licensees and Zayo stronger competitors and thereby benefit consumers.

The Transaction described herein will not result in a change of carrier for any customers or any assignment of existing Commission authorizations. Further, the rates, terms and conditions of services currently provided by Licensees to their customers will not change as a result of the Transaction.

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 indirect transfer of control of AboveNet Communications, Inc. and AboveNet International, Inc. to Zayo Group, LLC.

Respectfully submitted,



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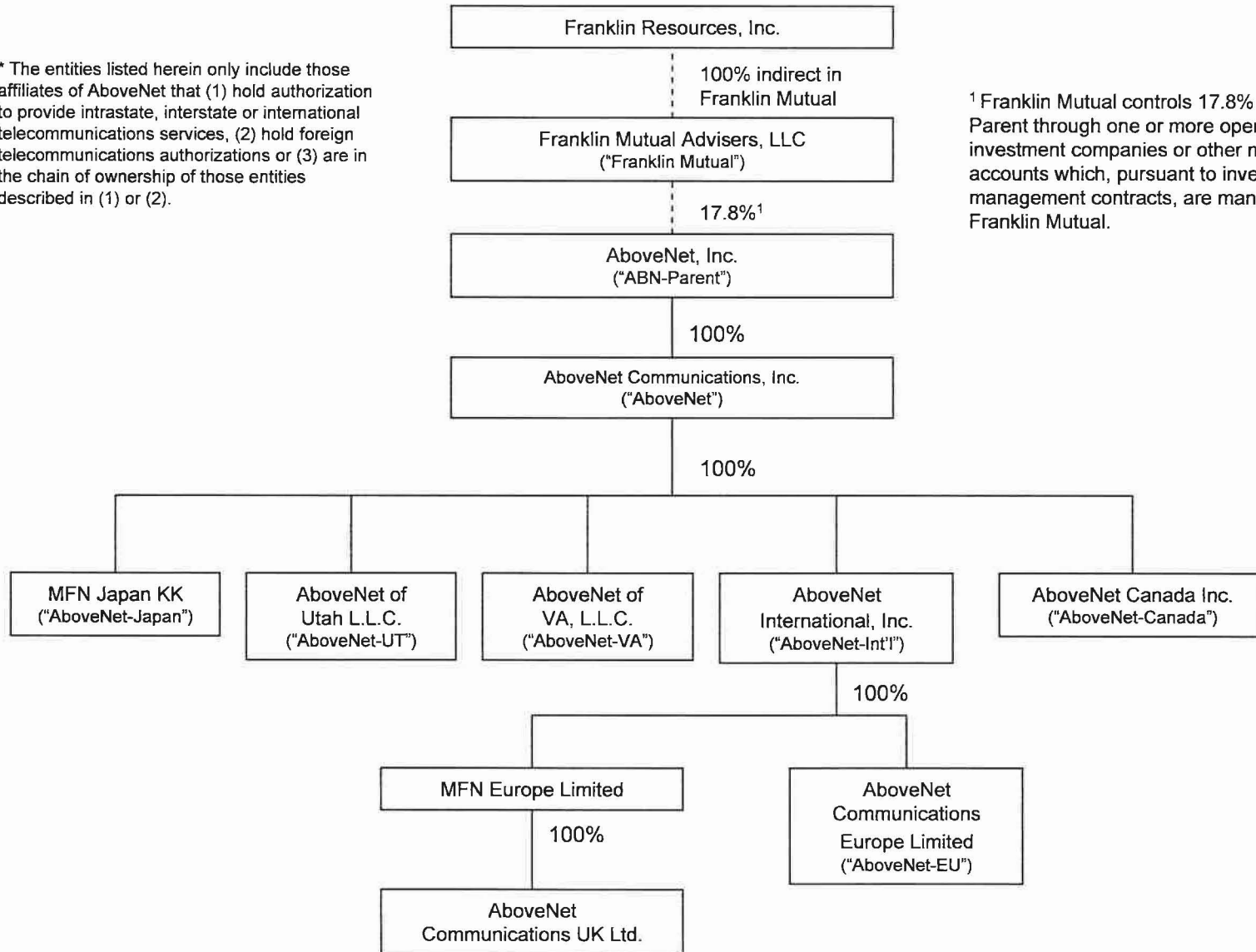
Dated: March 30, 2012

EXHIBIT A

Diagrams of the Pre- and Post-Transaction Corporate Organization Structures

Current Corporate Structure of AboveNet*

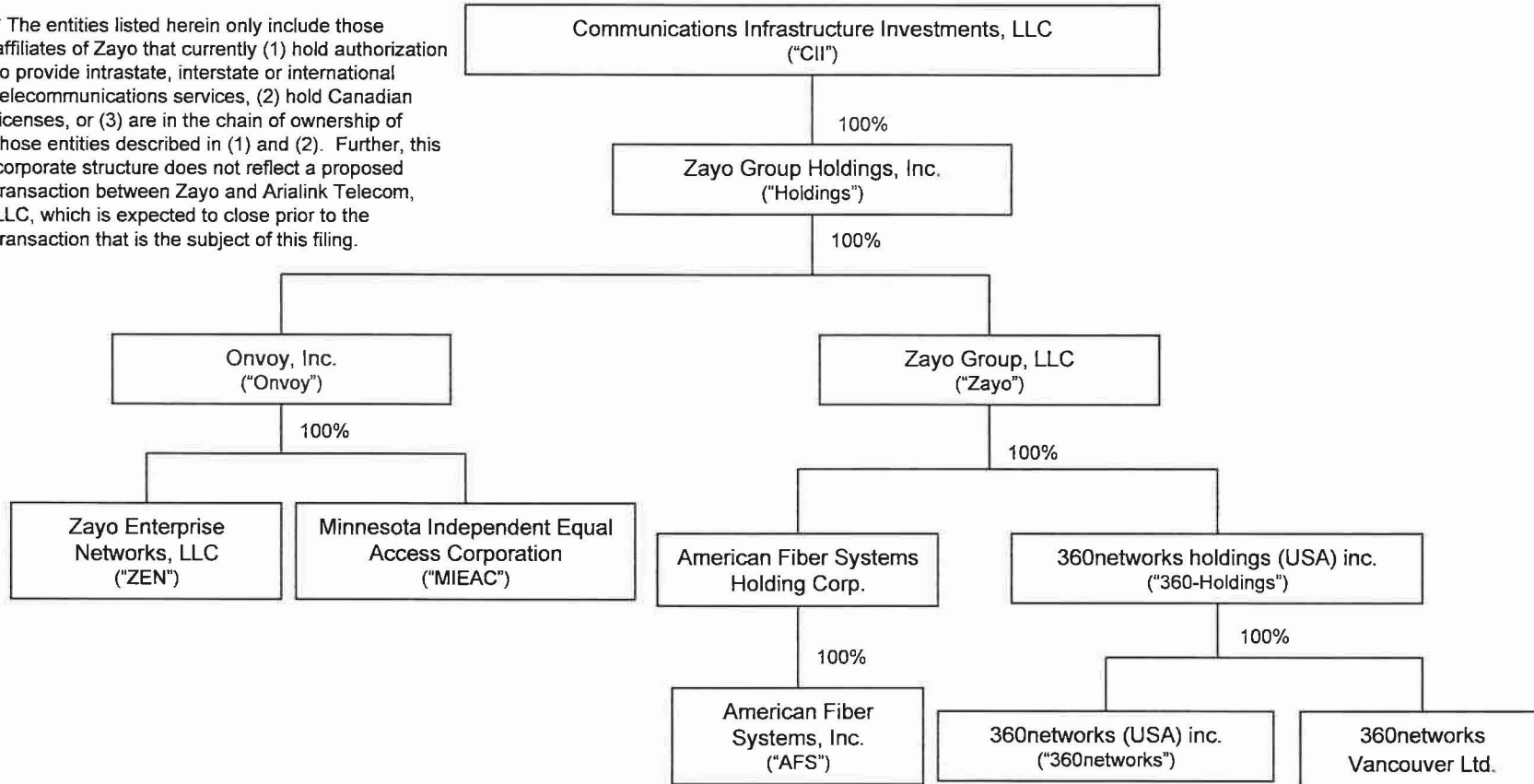
* The entities listed herein only include those affiliates of AboveNet that (1) hold authorization to provide intrastate, interstate or international telecommunications services, (2) hold foreign telecommunications authorizations or (3) are in the chain of ownership of those entities described in (1)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



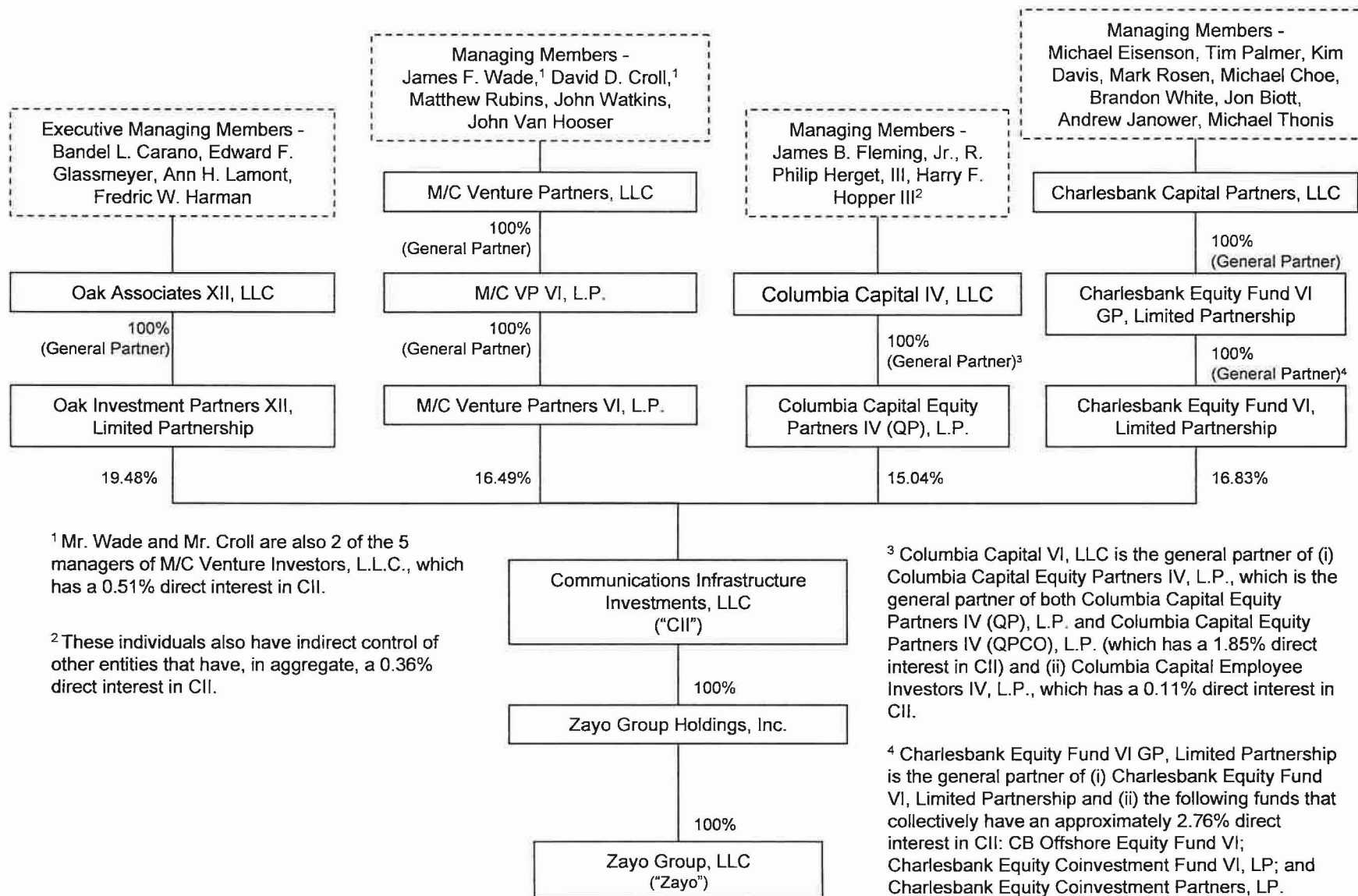
¹ Franklin Mutual controls 17.8% of ABN-Parent through one or more open-end investment companies or other managed accounts which, pursuant to investment management contracts, are managed by Franklin Mutual.

Current Corporate Structure of Zayo*

* The entities listed herein only include those affiliates of Zayo that currently (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). Further, this corporate structure does not reflect a proposed transaction between Zayo and Arialink Telecom, LLC, which is expected to close prior to the transaction that is the subject of this filing.



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.

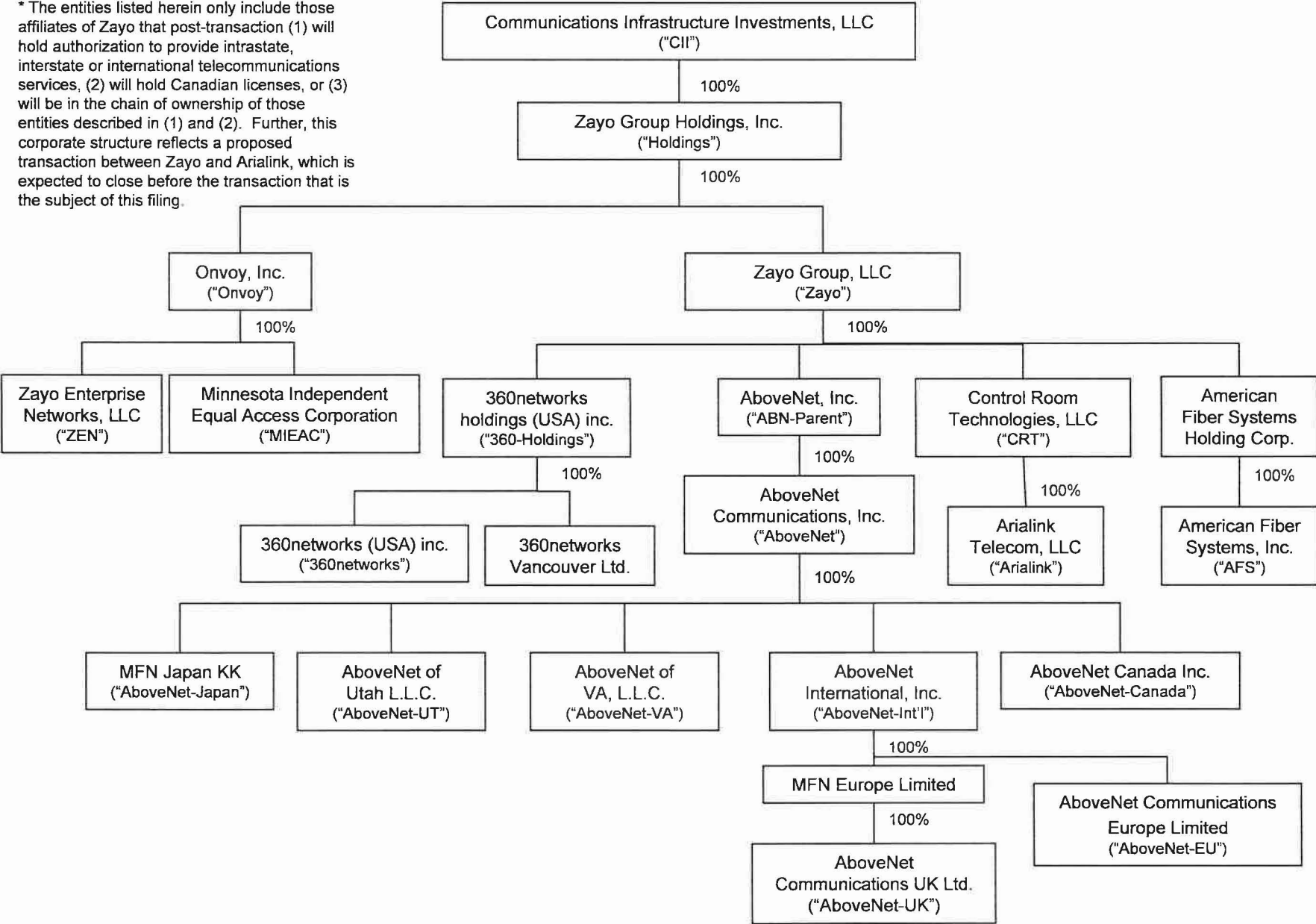
² These individuals also have indirect control of other entities that have, in aggregate, a 0.36% direct interest in CII.

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 1.85% direct interest in CII) and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.11% direct interest in CII.

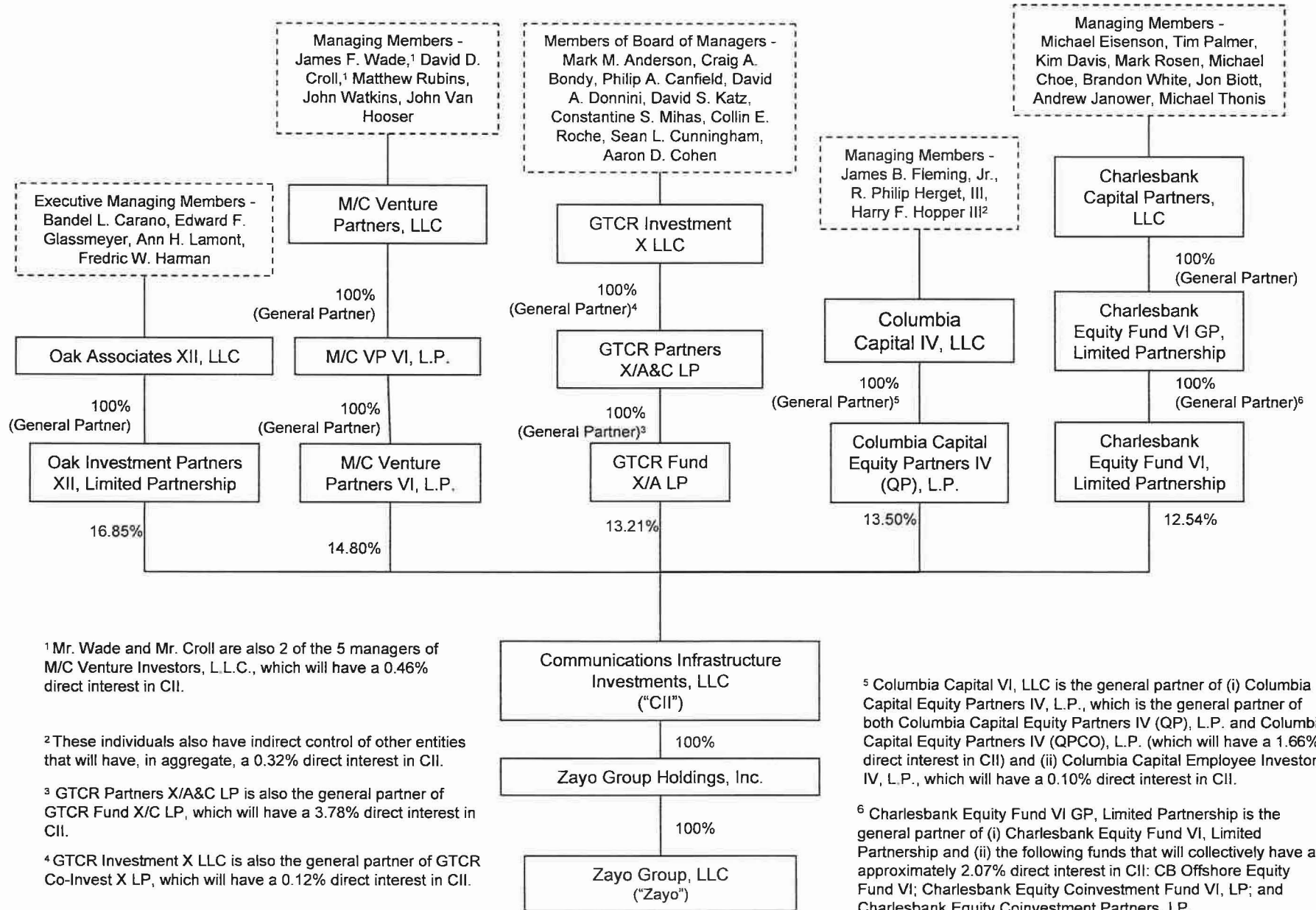
⁴ Charlesbank Equity Fund VI GP, Limited Partnership is the general partner of (i) Charlesbank Equity Fund VI, Limited Partnership and (ii) the following funds that collectively have an approximately 2.76% direct interest in CII: CB Offshore Equity Fund VI; Charlesbank Equity Coinvestment Fund VI, LP; and Charlesbank Equity Coinvestment Partners, LP.

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). Further, this corporate structure reflects a proposed transaction between Zayo and Aerialink, which is expected to close before the transaction that is the subject of this filing.



Post-Transaction Corporate Structure of CII



Verifications

STATE OF NEW YORK

§
§
§

COUNTY OF WESTCHESTER

VERIFICATION

I, Robert Sokota, state that I am Senior Vice President, General Counsel and Secretary of AboveNet, Inc.; that I am authorized to make this Verification on behalf of AboveNet, Inc. and its subsidiaries, which include AboveNet Communications, Inc., (collectively "AboveNet"); that I have read the foregoing document; and that the statements in the foregoing document with respect to AboveNet, except as otherwise specifically attributed, 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.

Robert Sokota

Subscribed and sworn to before me this 19 day of March, 2012.

Yvette Witkosser
Notary Public

My Commission expires: _____

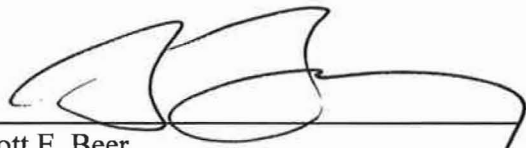


STATE OF COLORADO
COUNTY OF BOULDER

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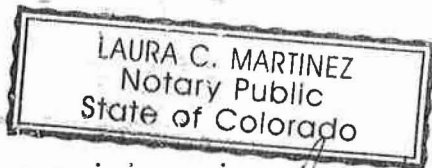
VERIFICATION

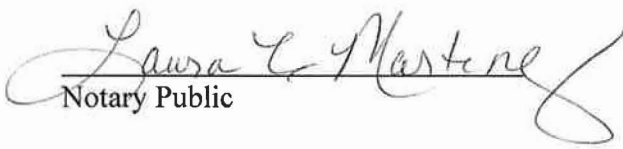
I, Scott E. Beer, am Vice President, General Counsel and Secretary of Zayo Group, LLC and its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



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

Sworn and subscribed before me this 21 day of March, 2012.





Notary Public

My commission expires April 1, 2016