

Jean L. Kiddoo
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July 14, 2014

Via IBFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554
Attn: International Bureau

Re: Notification Regarding *Pro Forma* Transfer of (a) Direct Ownership of Onvoy, LLC and (b) Indirect Ownership of Zayo Enterprise Networks, LLC

Dear Ms. Dortch:

Onvoy, LLC (“Onvoy”) and its wholly owned direct subsidiary Zayo Enterprise Networks, LLC (“ZEN”) (together, “Licensees”), by undersigned counsel and pursuant to 47 C.F.R. § 63.24(f), notifies the Commission that on June 16, 2014, the *pro forma* transfer of direct ownership of Onvoy, and indirect ownership of ZEN, from Zayo Group Holdings, Inc. (“Holdings” or “Transferor”) to Communications Infrastructure Investments, LLC (“CII” or “Transferee”) (Licensees, Transferor and Transferee collectively, the “Parties”) was completed on June 16, 2014 (the “*Pro Forma* Transfer”). Transferor is directly wholly owned by Transferee and, therefore, the ultimate ownership of Licensees did not change as a result of the *Pro Forma* Transfer.

Information Required by Section 63.24(f)(2)

As required by Section 63.24(f)(2), the Company provides the following information required by 63.18(a) through (d) and (h):

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

Onvoy, LLC
Zayo Enterprise Networks, LLC
10300 6th Avenue North
Plymouth, MN 55441
Tel: 800-933-1224

FRN: 0004323028
FRN: 0015331689

Beijing
Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
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Bingham McCutchen LLP
2020 K Street NW
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20006-1806

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Communications Infrastructure Investments, LLC **FRN: 0017603671**
Zayo Group Holdings, Inc. **FRN: 0017123282**
1805 29th Street
Boulder, CO 80301
Tel: 303-381-4683

Sections 63.18(b): Organization of the Parties:

Onvoy is a Minnesota limited liability company.

ZEN is a Delaware limited liability company

Transferor is a Delaware corporation.

Transferee is a Delaware limited liability company.

Section 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)
202-373-6001 (Fax)
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Section 63.18(d): The Licensees hold the following International Section 214 authorizations:

Onvoy holds international Section 214 authority (1) to provide global resale services granted in IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452) and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada granted in IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).¹

¹ The international Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). *See* IB

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

Sections 63.18(h): See Attachment 1 for the ownership of the Parties. See Attachment 2 for pre-*Pro Forma* Transfer and current corporate structure of the Parties.

Licensees certify that the *Pro Forma* Transfer was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of the Licensees.

* * * *

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

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for the Parties

File No. ITC-ASG-20070913-00379. Licensee recently converted from a Minnesota corporation to a Minnesota limited liability company resulting in the *pro forma* assignment of the authorizations. See IB File No. ITC-ASG- 20140408-00120.

ATTACHMENT 1

Answer to Question 11 - Section 63.18(h) Ownership Information

The following entities currently hold, directly or indirectly, a 10% or greater interest¹ in the Licensees (Onvoy, LLC and Zayo Enterprise Networks, LLC) as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

a) Pre-Pro Forma Transfer Ownership of the Licensees

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

Name:	Onvoy, LLC
Address:	10300 6 th Avenue North Plymouth, MN 55441
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100% (directly in ZEN)

Prior to the *Pro Forma* Transfer, the following entities held a ten percent (10%) or greater, direct or indirect, interest in **Onvoy, LLC**:

Name:	Zayo Group Holdings, Inc. (“Holdings”)
Address:	1805 29th Street Boulder, CO 80301
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100% (directly in Onvoy)

Name:	Communications Infrastructure Investments, LLC (“CII”)
Address:	1805 29th Street Boulder, CO 80301
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100% (indirectly in Onvoy as the 100% owner of Holdings)

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

a) Current Ownership of the Licensees

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

Name: Onvoy, LLC
Address: 10300 6th Avenue North
Plymouth, MN 55441
Citizenship: U.S.
Principal Business: Telecommunications
% Interest: 100% (directly in ZEN)

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

Name: Communications Infrastructure Investments, LLC (“CII”)
Address: 1805 29th Street
Boulder, CO 80301
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in Onvoy)

b) Ownership of CII:

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: 15.06% (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: 15.06% (indirectly as general partner of Oak Investment XII)

The following individuals are the executive managing members of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano
Edward F. Glassmeyer
Ann H. Lamont
Fredric W. Harman

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls 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: 13.24% (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: 13.24% (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: 13.24% (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 0.42% direct interest in CII.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls 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: 12.07% (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: 13.65% (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. (1.49% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.09% 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 of other entities that have, in the aggregate, a 0.29% direct interest in CII.

To the Company'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: 11.22% (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: 13.06% (indirectly in CII as the general partner of
the following funds that have direct ownership
interests in CII (i) Charlesbank VI, (ii) CB Offshore
Equity Fund VI, (iii) Charlesbank Equity
Coinvestment Fund VI, LP, and (iv) Charlesbank
Equity Coinvestment Partners, LP)

Name: Charlesbank Capital Partners, LLC
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 13.06% (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 Company's knowledge, no other person or entity, directly or
indirectly, owns or controls 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: 11.08% (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: 14.46% (indirectly in CII as the general partner of
(i) GTCR Fund X/A LP, and (ii) GTCR Fund X/C
LP (3.38% 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: 14.56% (indirectly in CII as the general partner of
(i) GTCR Partners X/A&C LP, and (ii) GTCR Co-
Invest X LP (0.10% 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 Parties' knowledge, no other LP person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through GTCR Fund X/A LP, GTCR Partners X/A&C LP or GTCR Investment X LLC.

Answer to Question 12 - Section 63.18(h) Interlocking Directorates

Except for its following subsidiaries and affiliates, which share certain directors as the Licensees, the Licensees does not have any interlocking directorates with a foreign carrier: Zayo Group, LLC (“Zayo”), Zayo Group EU Limited (“Zayo-EU”), 360networks Vancouver Ltd. (“360networks”), AboveNet Canada Inc. (“ABN-Canada”), Zayo Group UK Limited (“Zayo-UK”), Geo Networks (“Geo”), MFN Japan KK (“ABN-Japan”) and Neo Telecoms (“Neo”). Zayo, 360-Vancouver and ABN-Canada are each a non-dominant foreign carrier in Canada. Zayo-EU is a non-dominant foreign carrier in France, Germany and the Netherlands. Zayo-UK is a non-dominant foreign carrier in Germany and the United Kingdom. GEO is a non-dominant foreign carrier in the United Kingdom. ABN-Japan is a non-dominant foreign carrier in Japan. Neo is a non-dominant foreign carrier in France. In addition, Onvoy also holds a Reseller Registration in Canada and ZEN holds a Reseller Registration and Basic International Telecommunication Services License in Canada and thus are a non-dominant foreign carriers themselves.

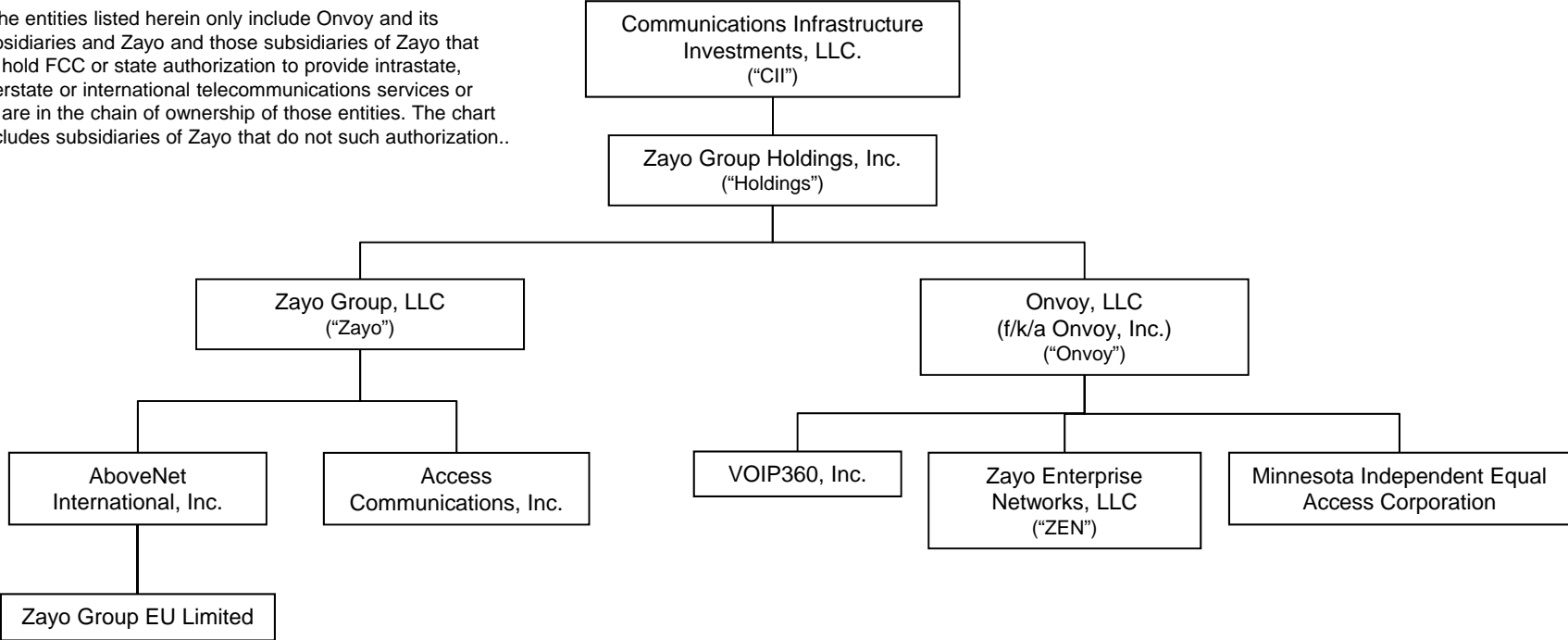
Answer to Question 13 - Description of *Pro Form* Transfer

The *pro forma* transfer of direct ownership of Onvoy was accomplished by the contribution to CII of the membership interests held by Holdings in Onvoy. As a result, the direct owner of Onvoy (and indirect owner of ZEN) changed from Holdings to CII. Since Holdings is a wholly owned direct subsidiary of CII, the transfer of direct ownership of Onvoy did not result in a change in ultimate ownership of either Licensee and is *pro forma* in nature.

ATTACHMENT 2

Pre-Pro Forma Transfer
Corporate Organizational Structure of Onvoy

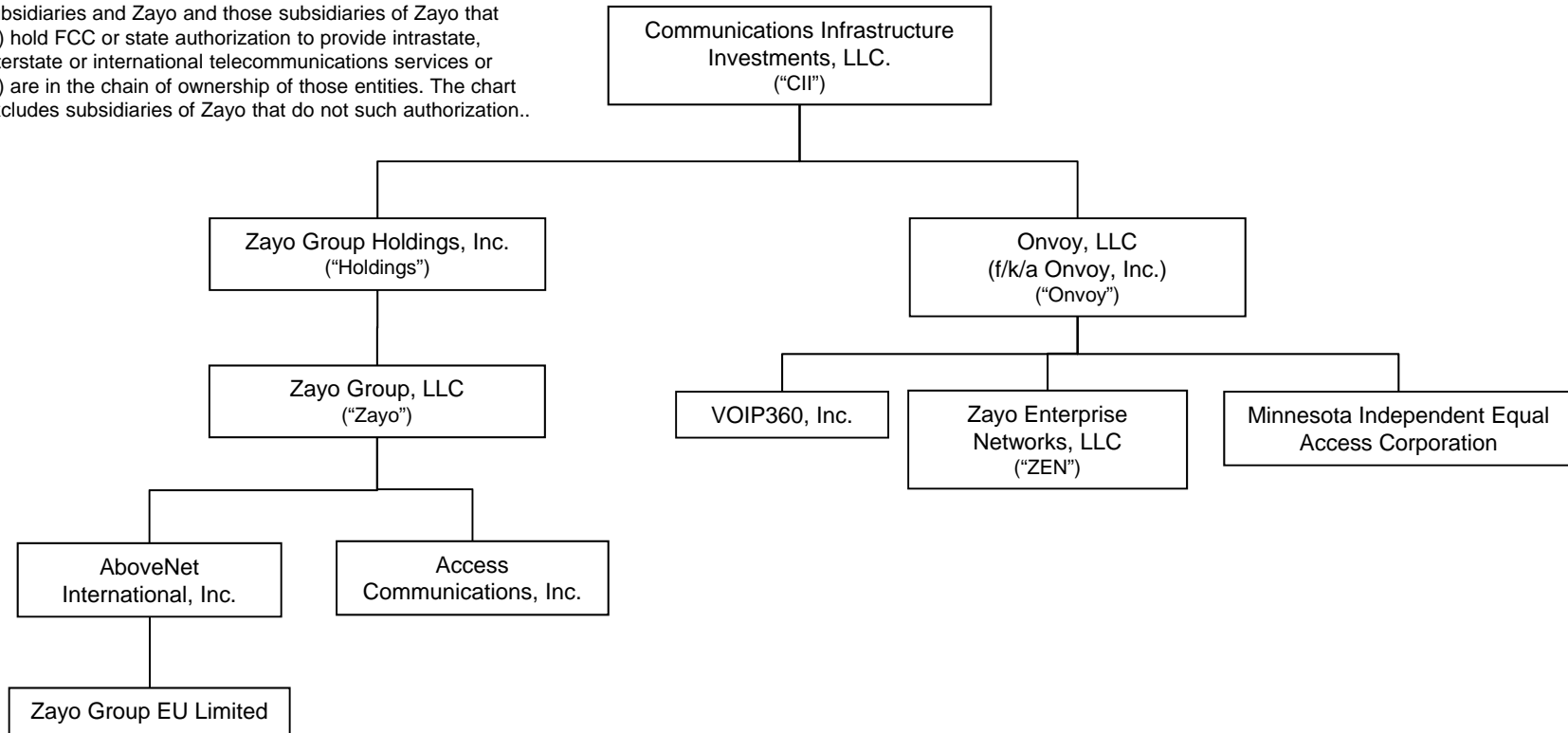
* The entities listed herein only include Onvoy and its subsidiaries and Zayo and those subsidiaries of Zayo that (1) hold FCC or state authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Zayo that do not such authorization..



Unless otherwise indicated all ownership percentages are 100%.

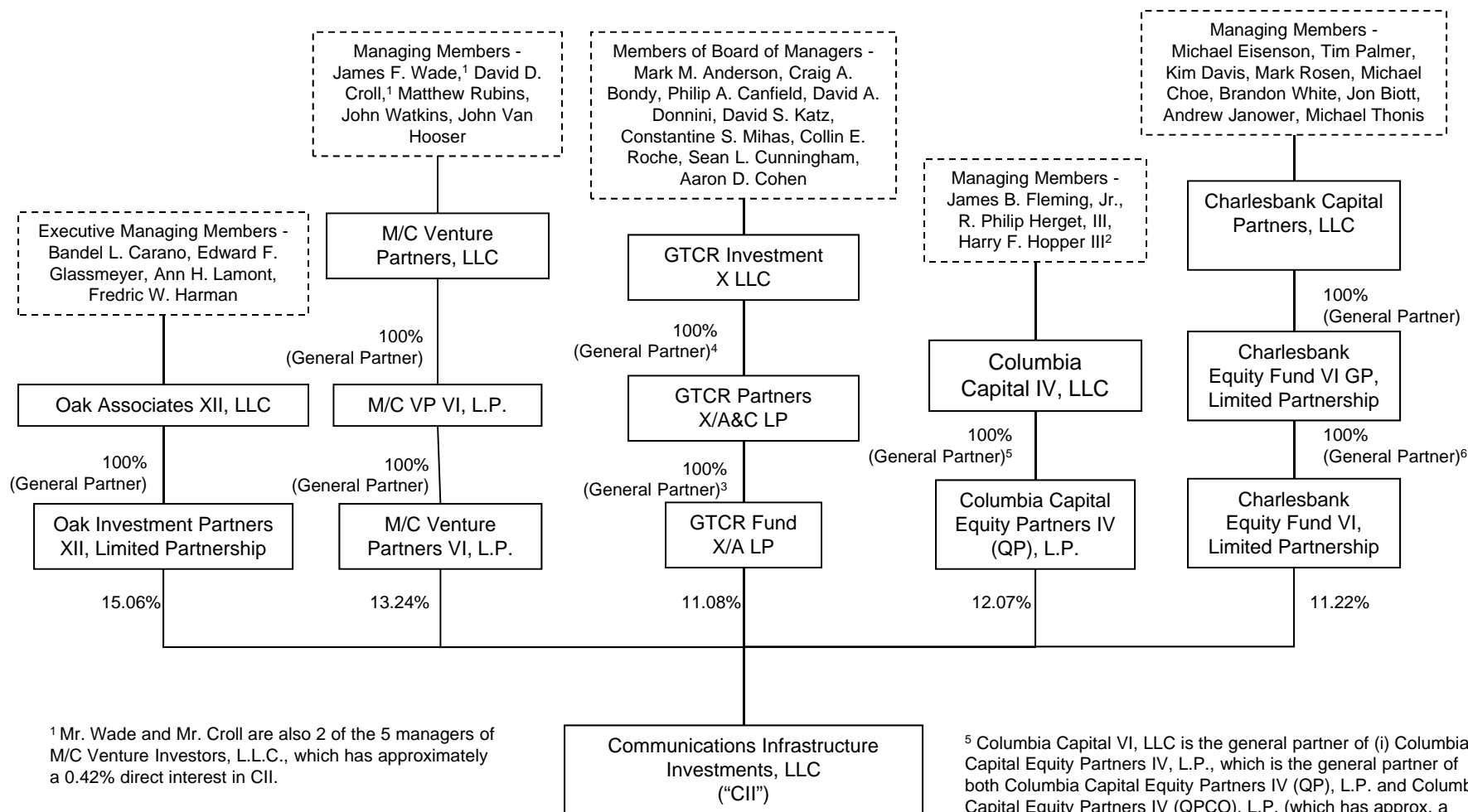
Current Corporate Organizational Structure of Onvoy

* The entities listed herein only include Onvoy and its subsidiaries and Zayo and those subsidiaries of Zayo that (1) hold FCC or state authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Zayo that do not such authorization..



Unless otherwise indicated all ownership percentages are 100%.

Corporate Organizational 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 approximately a 0.42% direct interest in CII.

² These individuals also have indirect control of other entities that have, in aggregate, approx. a 0.26% direct interest in CII.

³ GTCR Partners X/A&C LP is also the general partner of GTCR Fund X/C LP, which has approximately a 3.38% direct interest in CII.

⁴ GTCR Investment X LLC is also the general partner of GTCR Co-Invest X LP, which has approx. a 0.10% direct interest in CII.

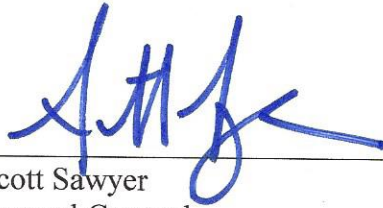
⁵ Columbia Capital VI, LLC is the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. and Columbia Capital Equity Partners IV (QPCO), L.P. (which has approx. a 1.49% direct interest in CII) and (ii) Columbia Capital Employee Investors IV, L.P., which has approx. a 0.09% direct interest in CII.

⁶ 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 1.84% direct interest in CII: CB Offshore Equity Fund VI; Charlesbank Equity Coinvestment Fund VI, LP; and Charlesbank Equity Coinvestment Partners, LP.

VERIFICATION

I, Scott Sawyer, state that I am Secretary and General Counsel of Onvoy, LLC and Zayo Enterprise Network, LLC (together 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 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 14th day of July, 2014.




Scott Sawyer
General Counsel
Onvoy, LLC
Zayo Enterprise Networks, LLC

VERIFICATION

I, Scott E. Beer, state that I am Vice President, Secretary and General Counsel of Zayo Group Holdings, Inc. and Communications Infrastructure Investments, LLC (together, 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 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 14th day of July, 2014.



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