

Russell M. Blau
Brett P. Ferenchak
russell.blau@bingham.com
brett.ferenchak@bingham.com

November 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* Change in Indirect Ownership of Zayo Group, LLC

Dear Ms. Dortch:

Zayo Group, LLC (“Zayo”), by undersigned counsel and pursuant to 47 C.F.R. § 63.24(f), notifies the Commission that a *pro forma* change in the indirect ownership of Zayo was completed on October 16, 2014 (the “*Pro Forma* Change”). Specifically, Communications Infrastructure Investments, LLC (“CII” or “Transferor”) was removed as the ultimate parent company of Zayo ownership structure when CII assigned its equity ownership interests in Zayo Group Holdings, Inc. (“Holdings” or “Transferor”), the direct parent company of Zayo, to CII’s members.¹ Prior to the *Pro Forma* Change, Transferee was directly wholly owned by Transferor and immediately following the *Pro Forma* Change, Transferee was directly owned by the members of Transferor (the “Investors”).²

¹ Note 2 to paragraph (d) of Section 63.24 states that the “[a]ssignment from a corporation to its individual stockholders without effecting any substantial change in the disposition of their interest” is presumptively *pro forma* and prior approval need not be sought. The *Pro Forma* Change should similarly be presumptively *pro forma* since it involved the assignment from a limited liability company to its individual equity owners without effective any substantial change in the disposition of their interest.

² Approximately 7.0% of Holdings outstanding shares are held in escrow in CII’s name; these shares are to be distributed to certain CII common unit holders and potentially Investors following resolution of contingent distributions among the preferred and common unit members of CII and upon the vesting of unvested CII common units. At that time, CII will be completely removed from the ownership chain of Holdings.

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Tokyo
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

Marlene H. Dortch, Secretary
November 14, 2014
Page 2

Therefore, the ultimate ownership of Zayo did not change as a result of the *Pro Forma* Change.³

Information Required by Section 63.24(f)(2)

As required by Section 63.24(f)(2), Zayo 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:

Zayo Group, LLC	FRN: 0016555849
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:

Zayo is a Delaware limited liability company

Transferee is a Delaware corporation.

Transferor is a Delaware limited liability company.

Section 63.18(c): Correspondence concerning this filing should be sent to the Parties' counsel:

Russell M. Blau
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (Tel)
202-373-6001 (Fax)
russell.blau@bingham.com
brett.ferenchak@bingham.com

³ Following the *Pro Forma* Change, Transferee completed an initial public offering ("IPO") resulting in the dilution of the ownership interests of the Investors. No new shareholder of Holdings obtained a 10% or greater ownership in Transferee as a result of the IPO.

Marlene H. Dortch, Secretary
November 14, 2014
Page 3

Section 63.18(d): Zayo holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20091106-00475.

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

Onvoy, Inc. (“Onvoy”) holds international Section 214 authorization (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).

Zayo Enterprise Networks, LLC (“ZEN”) holds international Section 214 authorization to provide global or limited global resale service granted in IB File No. ITC-214-20091016-00444 (Nov. 27, 2009).

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

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

* * * *

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

Respectfully submitted,

/s/ *Brett P. Ferenchak*

Russell M. Blau
Brett P. Ferenchak

Counsel for Zayo Group, LLC

ATTACHMENT 1

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

The following entities hold, directly or indirectly, a 10% or greater interest¹ in Zayo Group, LLC as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

The following entity currently holds a ten percent (10%) or greater direct interest in **Zayo Group, LLC**:²

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

As a result of the *Pro Forma* Change and IPO, the following entities and individuals currently hold a ten percent (10%) or greater, direct or indirect, interest in **Zayo Group Holdings, Inc.**:³

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:	10.88% (directly in Holdings)

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

² Holdings also wholly owned Zayo before the *Pro Forma* Change and IPO.

³ Approximately 7.0% of Holdings outstanding shares are held in escrow in CII’s name; these shares are to be distributed to certain CII common unit holders and potentially Investors following resolution of contingent distributions among the preferred and common unit members of CII and upon the vesting of unvested CII common units. At that time, CII will be completely removed from the ownership chain of Holdings.

Name: Oak Associates XII, LLC (“Oak Associates”)
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 10.88% (indirectly as general partner of Oak
Investment XII)

The following individuals are the Board of Managers 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
Grace A. Ames
Iftikar A. Ahmed
Warren B. Riley

To the Company’s knowledge, no other person or entity, directly or
indirectly, owns or controls a 10% or more interest in Holdings through
Oak Investments XII.

As the managing members of M/C Venture Partners, LLC and M/C Venture
Investors, L.L.C., the following individuals, who are all U.S. citizens and can be
reached through M/C Venture Partners, LLC, have a 10.05% indirect interest in
Holdings:

Gillis S. Cashman
James F. Wade
David D. Croll
John W. Watkins
Brian M. Clark

M/C Venture Partners, LLC is the general partner of M/C VP VI, L.P., the
general partner of M/C VP VI, L.P., the general partner of M/C Venture
Partners VI, L.P., which holds approximately a 9.75% direct interest in
Holdings. M/C Venture Investors, L.L.C. holds approximately a 0.30%
direct interest in Holdings. All these entities are U.S. entities whose
business is investment management. The managing members and each
entity can be reach at 75 State Street, Suite 2500, Boston, MA 02109.

Name: James B. Fleming, Jr.
Address: c/o Columbia Capital
201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Individual
% Interest: 10.06% (indirectly through voting and investment control over (i) Columbia Capital Equity Partners IV (QP), L.P. (8.71% direct interest in Holdings), (ii) Columbia Capital Equity Partners IV (QPCO), L.P. (1.07% direct interest in Holdings), (iii) Columbia Capital Employee Investors IV, L.P. (0.07% direct interest in Holdings) and (iv) other entities that have in aggregate approximately a 0.21% direct interest in Holdings)

Name: GTCR Partners X/A&C LP
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S.
Principal Business: Investments
% Interest: 19.02% (indirectly in Holdings as the general partner of (i) GTCR Fund X/A LP (9.47% direct interest in Holdings), (ii) GTCR Fund X/C LP (2.71% direct interest in Holdings) and (iii) GTCR Investors (CII) LP (6.84% direct interest in Holdings))

Name: GTCR Investment X LLC
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S.
Principal Business: Investments
% Interest: 19.1% (indirectly in Holdings as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR Co-Invest X/C LP (0.08% direct interest in Holdings))

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
Constantine S. Mihas
Collin E. Roche
Sean L. Cunningham
Aaron D. Cohen

To Zayo's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Holdings through 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 Zayo, Zayo does not have any interlocking directorates with a foreign carrier: Zayo Group International, Ltd. ("ZG-Int'l"), 360networks Vancouver Ltd. ("360networks"), AboveNet Canada Inc. ("ABN-Canada"), Zayo Group UK Limited ("Zayo-UK"), MFN Japan KK ("ABN-Japan"), Geo Networks Limited ("Geo Networks"), Geo Metro Limited ("Geo Metro"), FibreSpeed Limited ("FibreSpeed"), Zayo France SAS ("Zayo-France"), Neocenter Est SARL ("Neo-Est"), Neocenter Ouest SAS ("Neo-Ouest"), Onvoy, LLC ("Onvoy") and Zayo Enterprise Networks, LLC ("ZEN"). 360-Vancouver, ABN-Canada, Onvoy and ZEN are each a non-dominant foreign carrier in Canada. ZG-Int'l is a non-dominant foreign carrier in France, Germany and the Netherlands.⁴ Zayo-UK is a non-dominant foreign carrier in Germany and the United Kingdom. ABN-Japan is a non-dominant foreign carrier in Japan. Geo Networks is a

⁴ ZG-Int'l is the successor in interest to Zayo Group Europe Ltd., which was a non-dominant foreign carrier in France, Germany and the Netherlands. Zayo previously notified the Commission of its affiliation with Zayo Group Europe Ltd. in IB File Nos. ITC-ASG-20130628-00178 and ITC-ASG-20130506-00131.

non-dominant foreign carrier in the United Kingdom and Ireland. Geo Metro and Fibrespeed are non-dominant foreign carriers in the United Kingdom. Zayo-France is a non-dominant foreign carrier in Austria, Belgium, France, Germany, Luxembourg, Netherlands, Spain, Switzerland, and the United Kingdom. Neo-Est and Neo-Ouest are non-dominant foreign carriers in France.

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

In connection with the IPO of Holdings, CII was removed as the ultimate parent company of Zayo when CII assigned its equity ownership interests in Holdings to CII's members.⁵ As a result of the *Pro Forma* Change, Holdings became the ultimate parent company of Zayo rather than an intermediate parent company and owners of CII have a direct rather than indirect ownership interest in Holdings. Since immediately after the *Pro Forma* Change Holdings continued to have direct control of Zayo and obtained ultimate control of Zayo with the same ultimate investors/owners, the *Pro Forma* Change was simply an internal change in the ownership chain that was *pro forma* in nature.

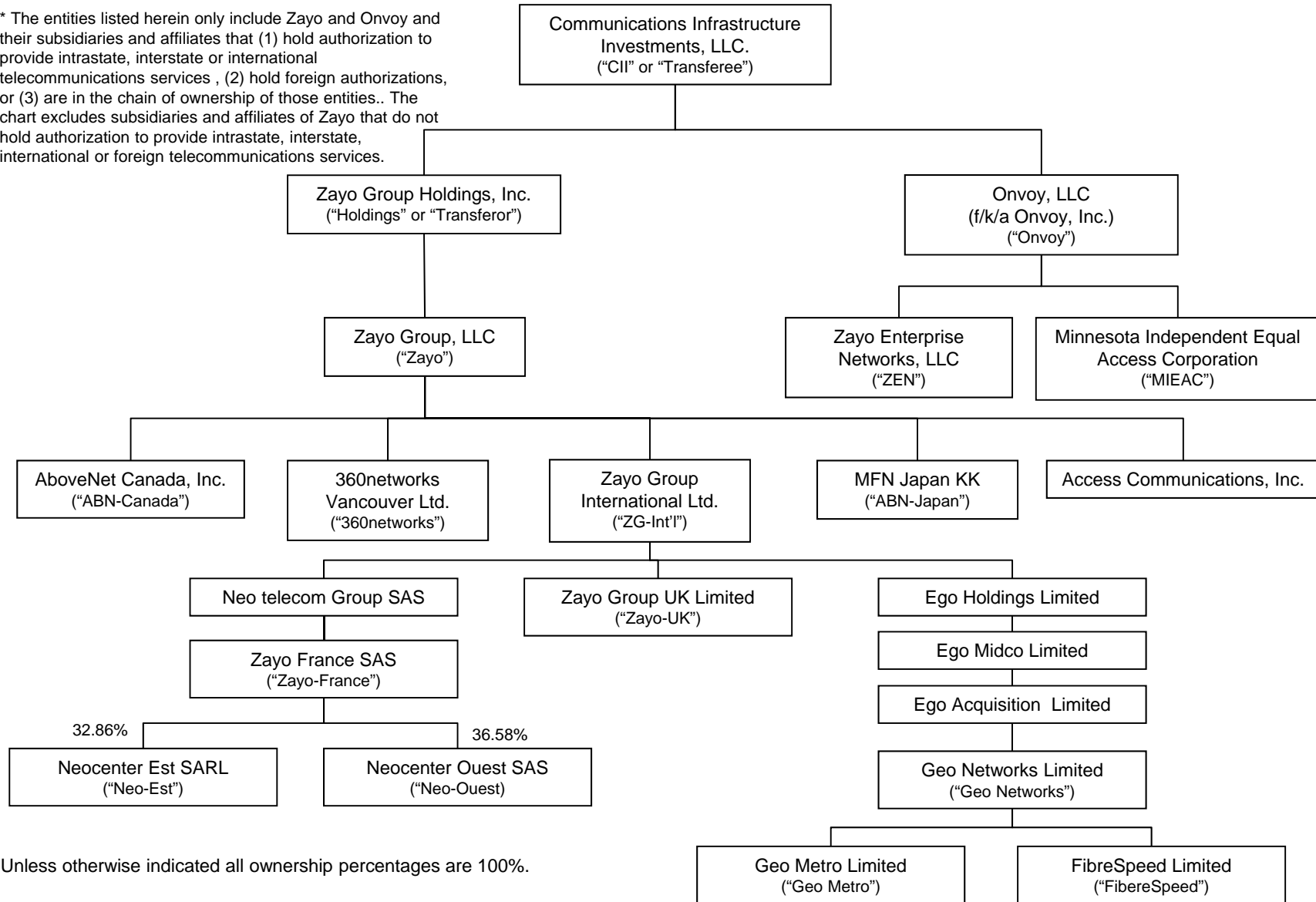
Upon completion of the *Pro Forma* Change, the investors/owners of CII also directly owned equity in Holdings. Contemporaneously, Holdings completed an IPO to sell a small part of its equity to the public. To the knowledge of Zayo and Holdings, no new shareholder obtained a 10% or greater ownership as a result of the IPO. As a result of the IPO, the shares of some of the Investors were somewhat diluted.

⁵ Approximately 7.0% of Holdings outstanding shares are held in escrow in CII's name; these shares are to be distributed to certain CII common unit holders and potentially Investors following resolution of contingent distributions among the preferred and common unit members of CII and upon the vesting of unvested CII common units. At that time, CII will be completely removed from the ownership chain of Holdings.

ATTACHMENT 2

Pre-Pro Forma Change Corporate Organizational Structure

* The entities listed herein only include Zayo and Onvoy and their subsidiaries and affiliates that (1) hold authorization to provide intrastate, interstate or international telecommunications services, (2) hold foreign authorizations, or (3) are in the chain of ownership of those entities.. The chart excludes subsidiaries and affiliates of Zayo that do not hold authorization to provide intrastate, interstate, international or foreign telecommunications services.



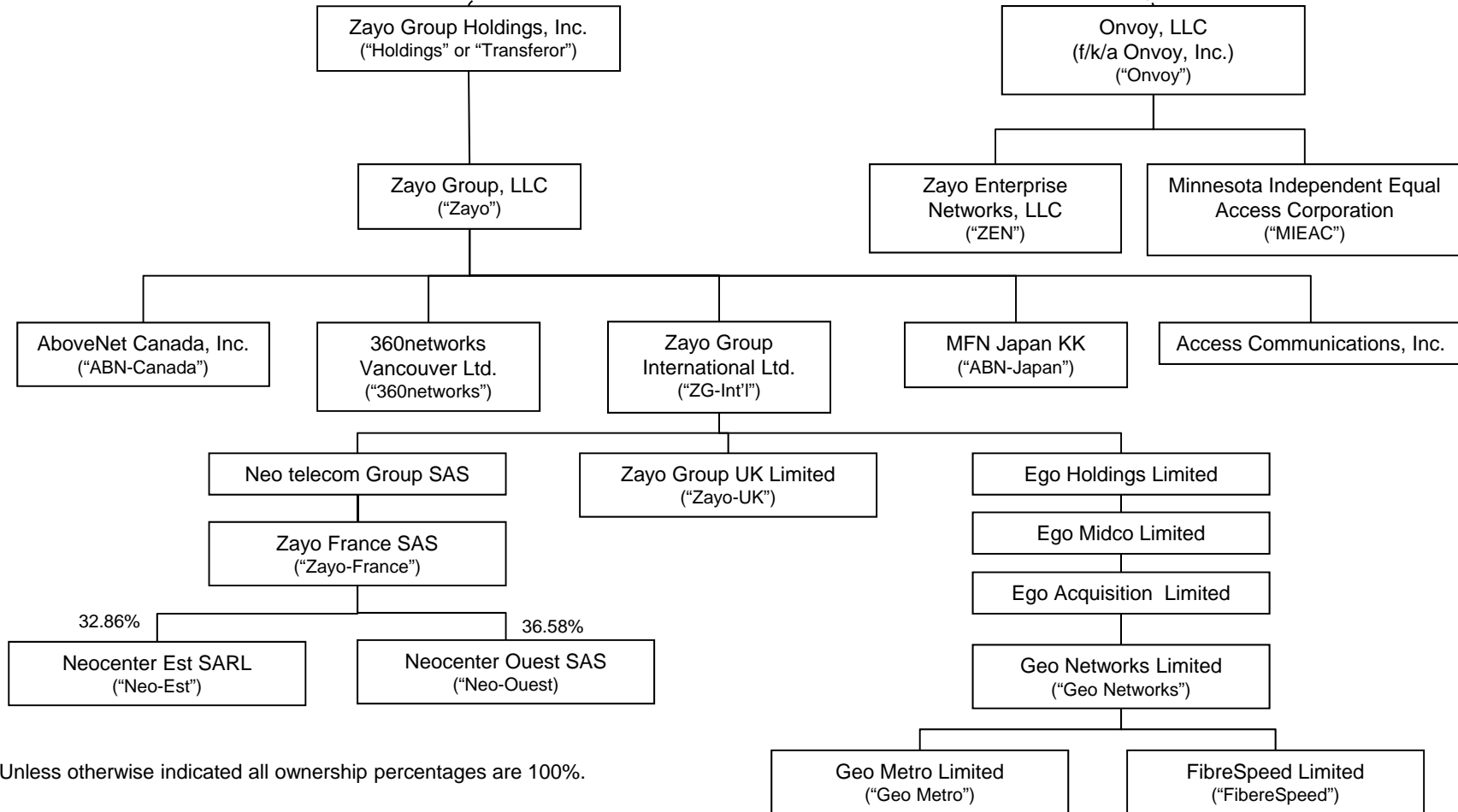
Unless otherwise indicated all ownership percentages are 100%.

ATTACHMENT 2

Current Corporate Organizational Structure

* The entities listed herein only include Zayo and Onvoy and their subsidiaries and affiliates that (1) hold authorization to provide intrastate, interstate or international telecommunications services, (2) hold foreign authorizations, or (3) are in the chain of ownership of those entities. The chart excludes subsidiaries and affiliates of Zayo that do not hold authorization to provide intrastate, interstate, international or foreign telecommunications services.

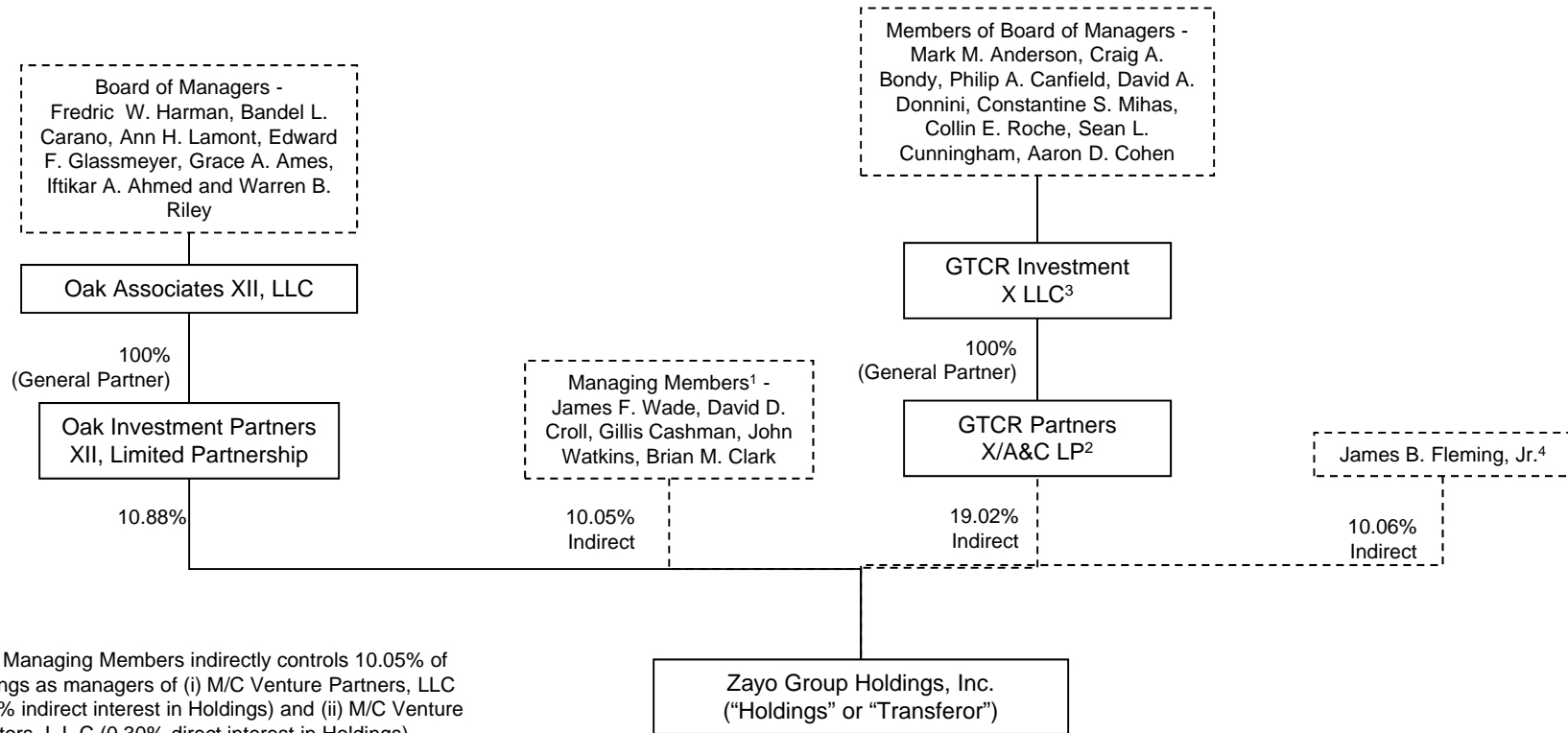
Holdings and Onvoy are Affiliated through Common 10% Owners



Unless otherwise indicated all ownership percentages are 100%.

ATTACHMENT 2

Current Ownership of Holdings



¹ The Managing Members indirectly controls 10.05% of Holdings as managers of (i) M/C Venture Partners, LLC (9.75% indirect interest in Holdings) and (ii) M/C Venture Investors, L.L.C.(0.30% direct interest in Holdings).

² GTCR Partners X/A&C LP indirectly controls a 19.02% interest in Holdings as the General Partner of (i) GTCR Fund X/A LP (9.47% direct interest in Holdings) , (ii) GTCR Fund X/C LP (2.71% direct interest in Holdings), and (iii) GTCR Investors (CII) LP (6.84% direct interest in Holdings).


³ GTCR Investment X LLC indirectly controls a 19.1% interest in Holdings as the General Partner of (i) GTCR Fund X/A&C LP and (ii) GTCR Co-Invest X LP (0.08% direct interest in Holdings).

⁴ Mr. Fleming indirectly controls approximately 10.06% of Holdings through (i) Columbia Capital Equity Partners IV (QP), L.P. (8.71% direct interest in Holdings), (ii) Columbia Capital Equity Partners IV (QPCO), L.P. (1.07% direct interest in Holdings), (iii) Columbia Capital Employee Investors IV, L.P. (0.07% direct interest in Holdings) and (iv) other entities that have in aggregate approximately a 0.21% direct interest in Holdings.

VERIFICATION

I, Scott E. Beer, state that I am Vice President, Secretary and General Counsel of Zayo Group, LLC, Zayo Group Holdings, Inc. and Communications Infrastructure Investments, LLC (collectively, the "Parties"); that I am authorized to make this Verification on behalf of the Parties; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19th day of November, 2014.



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