

# Morgan Lewis

**Catherine Wang**

**Brett Ferenchak**

catherine.wang@morganlewis.com

brett.ferenchak@morganlewis.com

April 27, 2018

## **VIA IBFS**

Marlene Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, S.W.  
Washington, DC 20554  
Attn: International Bureau

**Re: Notice of a *Pro Forma* Transfer of Control of opticAccess, LLC**

Dear Secretary Dortch:

opticAccess LLC ("opticAccess"), pursuant to 47 C.F.R. § 63.24(f), notifies the Commission of the *pro forma* transfer of direct control of opticAccess and its international Section 214 authorization ("Authorization") from Allstream Business US, LLC ("Allstream") to Zayo Group, LLC ("Zayo") (the "*Pro Forma* Change").<sup>1</sup> Since Allstream is a direct, wholly owned subsidiary of Zayo, the transfer of control was *pro forma* in nature.

### **Information Required by Section 63.24(f)(2)**

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

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

opticAccess, LLC  
Zayo Group, LLC  
1805 29th Street, Suite 2050  
Boulder, CO 80301  
303-381-4683

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<sup>1</sup> opticAccess and Zayo are collectively referred to as the "Parties."

**Morgan, Lewis & Bockius LLP**

1111 Pennsylvania Ave., NW  
Washington, DC 20004-2541  
United States

**T** +1.202.739.3000  
**F** +1.202.739.3001

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Sections 63.18(b): Organization of the Parties:

opticAccess is a Nevada limited liability company.

Zayo is a Delaware limited liability company.

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

Catherine Wang  
Brett P. Ferenchak  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave, N.W.  
Washington, DC 20004  
202-739-3000 (Tel)  
202-739-3001 (Fax)  
[catherine.wang@morganlewis.com](mailto:catherine.wang@morganlewis.com)  
[brett.ferenchak@morganlewis.com](mailto:brett.ferenchak@morganlewis.com)

Section 63.18(d): The Parties hold or held the following Authorizations:

opticAccess holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20140922-00266.

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.

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

The Parties certify that the change in direct ownership of opticAccess 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 Parties or their Authorizations.

\* \* \* \*

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

Respectfully submitted,

*/s/ Brett P. Ferenchak*

Catherine Wang  
Brett P. Ferenchak

Counsel for the Parties

## ATTACHMENT 1

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

The following entities currently hold, directly or indirectly, a 10% or greater interest<sup>2</sup> in opticAccess, LLC ("opticAccess"), as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

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

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

The following entities and individuals currently hold a ten percent (10%) or greater, direct or indirect, interest in **ZGH**:

Name: GTCR Partners X/A&C LP  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 10.9% (indirectly in ZGH as the general partner of GTCR Fund X/A LP, GTCR Fund X/C LP and GTCR Investors (CII) LP, each of which holds a direct interest in ZGH but individually does not hold a 10% or greater interest in ZGH)

Name: GTCR Investment X LLC  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 11.0% (indirectly in ZGH as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR

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<sup>2</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Co-Invest X LP, which holds less than a 0.1% direct interest in ZGH))

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 ZGH through GTCR Partners X/A&C LP or GTCR Investment X LLC.

ZGH is a publicly traded company (NYSE: ZAYO) whose stock ownership varies on a daily basis. Based on information filed with the SEC with respect to ZGH and other information provided to ZGH, to the knowledge of Zayo's management, no other person or entity currently holds a 10% or greater direct or indirect interest in Zayo. Additional information regarding ZGH's ownership is available in ZGH's most recent proxy statement available at: <https://www.sec.gov/Archives/edgar/data/1608249/000104746917006037/0001047469-17-006037-index.htm>.

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

opticAccess does not have any interlocking directorates with a foreign carrier except with Zayo, which is a non-dominant foreign carrier in Canada, and other subsidiaries of Zayo that are foreign carriers and share certain officers and/or directors with opticAccess and Zayo. A current list of foreign carrier affiliates of opticAccess and Zayo was recently provided in IB File Nos. FCN-NEW-20180214-00004 and FCN-NEW-20180214-00001, respectively, and is incorporated by reference.

**Answer to Question 13 - Description of Transfer of Control**

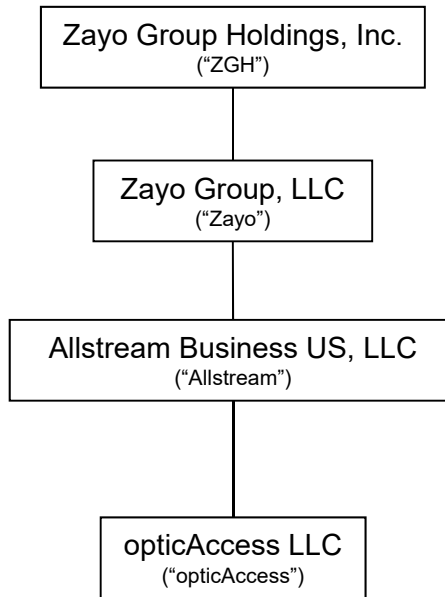
Prior to March 30, 2018, opticAccess was an indirect subsidiary of Zayo through Zayo's direct, wholly owned subsidiary, Allstream Business US, LLC ("Allstream"). On March 30, 2018, Allstream contributed its ownership interests in opticAccess to Zayo. As a result, opticAccess became a direct, wholly owned subsidiary of Zayo. Charts depicting the corporate organizational structure of the opticAccess before and after the *Pro Forma* Change are attached hereto as **Attachment 2**.

**ATTACHMENT 2**

**Corporate Organizational Structure of opticAccess  
Before and After the *Pro Forma* Change**

Pre-Pro Forma Change Corporate Ownership Structure of opticAccess\*

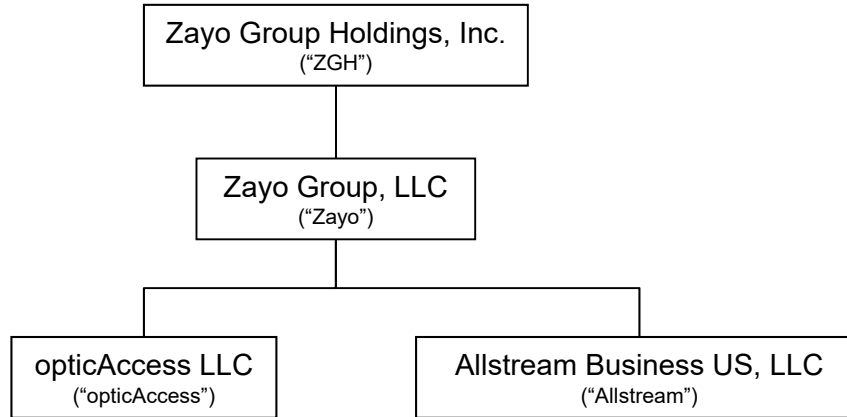
\* The entities listed herein only include opticAccess and its chain of ownership (pre-Pro Forma Change). The chart excludes all other subsidiaries and affiliates of Zayo.



Unless otherwise indicated all ownership percentages are 100%.

## Current Corporate Ownership Structure of opticAccess\*

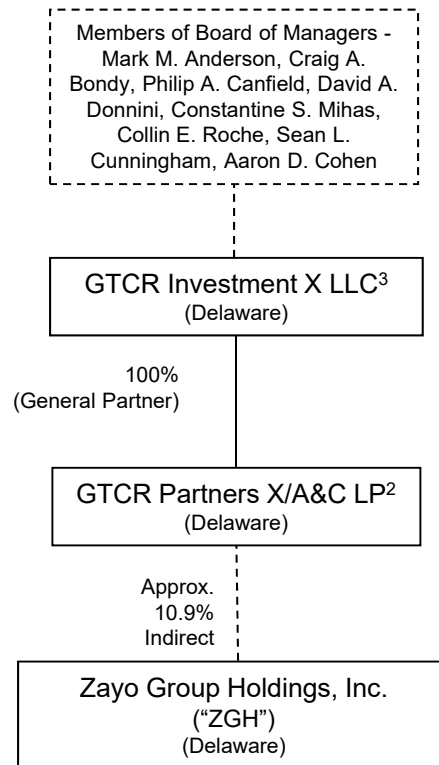
\* The entities listed herein only include opticAccess and Allstream and their chain of ownership. The chart excludes all other subsidiaries and affiliates of Zayo.



Unless otherwise indicated all ownership percentages are 100%.



## Entities Controlling 10% or More of ZGH



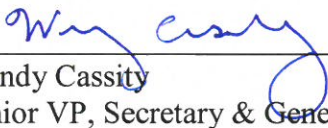
<sup>2</sup> GTCR Partners X/A&C LP indirectly controls approximately an 10.9% interest in ZGH as the general partner of GTCR Fund X/A LP, GTCR Fund X/C LP and GTCR Investors (CII) LP, each of which holds a direct interest in ZGH but individually does not hold a 10% or greater interest in ZGH.

<sup>3</sup> GTCR Investment X LLC indirectly controls approximately an 11.0% interest in ZGH as the general partner of (i) GTCR Partners X/A&C LP and (ii) GTCR Co-Invest X LP, which holds less than a 0.1% direct interest in ZGH.

## VERIFICATION

I, Wendy Cassity, hereby declare that I am Senior Vice President, Secretary and General Counsel 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27 day of April, 2018.

  
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Wendy Cassity  
Senior VP, Secretary & General Counsel  
Zayo Group, LLC