

**Before the  
Federal Communications Commission  
Washington, DC 20554**

In the Matter of )  
 )  
Allstream Fiber US, Inc., Assignor ) File No. SCL- \_\_\_\_\_  
 )  
And )  
 )  
Zayo Group, LLC, Assignee )  
 )  
Application for the Pro Forma Assignment )  
of a Cable Landing License )

To: Chief, International Bureau

**APPLICATION FOR *PRO FORMA* ASSIGNMENT OF CABLE LANDING LICENSE**

Pursuant to the Cable Landing License Act, 47 U.S.C. §§ 34-39, and Section 1.767 of the Federal Communications Commission’s (“FCC” or the “Commission”) regulations, Allstream Fiber US, Inc. (“Allstream”) and Zayo Group, LLC (“Zayo”) (together, the “Applicants”) hereby seek consent for the *pro forma* assignment of its one-quarter interest in the AmeriCan-1 submarine cable landing license (the “SCL License”).<sup>1</sup>

**Description of Transaction and Public Interest Statement**

Currently, Allstream is a wholly-owned, direct subsidiary of Zayo.<sup>2</sup> Pursuant to an internal reorganization, Allstream will be merged with and into Zayo. As a result of the reorganization, Zayo will become a co-licensee of the SCL License. This restructuring will not change the ultimate control of the interest in the SCL License. Accordingly, this reorganization qualifies as a *pro forma* assignment.<sup>3</sup> The Commission has recognized that *pro forma* transactions result in no “change in the ultimate control of the interest in the cable landing license” nor any “changes to the cable system itself as previously evaluated at the time of the

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<sup>1</sup> See IB File No. SCL-LIC-19980123-00002 & SCL-MOD-19990901-00016.

<sup>2</sup> The Commission previously approved the transfer of control of Allstream’s interest in the SCL license held by Allstream from MTS Inc. to Zayo. See IB File No. SCL-T/C-20151125-00032 (granted Jan. 7, 2016).

<sup>3</sup> See *In the Matter of Review of Commission Consideration of Applications Under Cable Landing License Act*, Report and Order, 16 FCC Rcd 22167, 22199 ¶ 61 (2001) (“*SCL Transfer Order*”) (citing 47 C.F.R. § 63.24).

initial license application.”<sup>4</sup> The Commission has stated that, in situations “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest and the application is placed on public notice as granted.”<sup>5</sup> As this assignment of the SCL is from a wholly-owned Zayo subsidiary to Zayo, there has been no substantial change in control of the license. Consequently, the assignment is *pro forma* in nature and expeditious grant of this application will serve the public interest.

SCL licenses granted after the effective date of the *SCL Transfer Order* that undergo *pro forma* assignments and transfers of control need only provide post-consummation notice to the Commission.<sup>6</sup> Because the SCL License was granted prior to the *SCL Transfer Order*, however, it is not subject to this exception to the Commission’s prior approval requirement. Thus, the Applicants respectfully request that the Commission expeditiously grant the instant *pro forma* assignment application. This internal restructuring is scheduled to occur on June 30, 2016.

Below is the information required pursuant to Section 1.767 of the Commission’s Rules, 47 C.F.R. § 1.767:

**Information Required by Section 1.767(a)(1)-(3) (Name, address, telephone number, place of formation of Applicants, and correspondence recipient):**

Assignor/Licensee: Allstream Fiber US, Inc.  
21st Floor, 333 Main Street  
Winnipeg, Manitoba, Canada R3C 3V6  
Tel: 204-941-4754  
FRN: 0007477755  
Citizenship: Delaware (U.S.)

Assignee: Zayo Group, LLC  
1805 29<sup>th</sup> Street, Suite 2050  
Boulder, CO 80301  
Tel: 303-381-4683  
FRN: 0016555849  
Citizenship: Delaware (U.S.)

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<sup>4</sup> *Id.*

<sup>5</sup> *In the Matter of Fed. Communications Bar Ass’n’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecomms. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd 6293, 6295 ¶ 2 (1998). *See also In the Matter of 1998 Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, 4928 ¶ 42 (1999) (finding that “[r]egulatory review of [pro forma] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits to carriers.”).

<sup>6</sup> *SCL Transfer Order*, ¶62; *see also* 47 C.F.R. § 1.767(g)(7).

Correspondence concerning this application should be sent to:

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Email: [dsvor@sheppardmullin.com](mailto:dsvor@sheppardmullin.com)

**Information Required by Section 1.767(a)(4) (Description of Cable System):**

Licensee is a co-licensee in the SCL License that is authorized to land and operate in the United States a private submarine fiber optic cable extending between the United States and Canada (the AmeriCan-1 submarine cable).<sup>7</sup>

**Information Required by Section 1.767(a)(5) (Landing Points):**

The landing points of the SCL License are in the state of Washington and Victoria, Canada. Additional details of the landing points are available in IB File No. SCL-LIC-19980123-00002.

**Information Required by Section 1.767(a)(6) (Common Carrier Status of Submarine Cable):**

The AmeriCan-1 cable will continue to be operated on a non-common carrier basis.

**Information Required by Section 1.767(a)(7) (Ownership of Submarine Cable):**

Allstream currently holds a one-quarter interest in the capacity and the related support facilities and structures of the AmeriCan-1 submarine cable, and that interest will not change as a result of the instant *pro forma* transaction.

**Information Required by Section 1.767(a)(8) (Incorporation of Requirements of Section 63.18(h) and 63.18(o) of the Commission's rules, 47 C.F.R. §§ 63.18(h), (o)):**

*Section 1.767(a)(8)(i) – Ownership Information Required by Section 63.18(h)*

Upon completion of the Transaction, the following entities will hold, directly or indirectly, a 10% or greater interest in Assignee:

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<sup>7</sup> See IB File No. SCL-LIC-19980123-00002 & SCL-MOD-19990901-00016.

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

Name: Zayo Group Holdings, Inc. (“Zayo Holdings”)  
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 **Zayo Group Holdings, Inc.**:

Name: GTCR Partners X/A&C LP  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 18.70% (indirectly in Zayo Holdings as the general partner of (i) GTCR Fund X/A LP (9.31% direct interest in Zayo Holdings), (ii) GTCR Fund X/C LP (2.67% direct interest in Zayo Holdings) and (iii) GTCR Investors (CII) LP (6.73% direct interest in Zayo Holdings))

Name: GTCR Investment X LLC  
Address: 300 N. LaSalle Street, Suite 5600  
Chicago, IL 60654  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 18.79% (indirectly in Zayo 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 Zayo 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 Zayo Holdings through GTCR Partners X/A&C LP or GTCR Investment X LLC.

Zayo Holdings is a publicly traded company whose stock ownership varies on a daily basis. Based on information filed with the SEC with respect to Zayo Holdings and other information provided to Zayo Holdings, to the knowledge of Zayo no other person or entity currently holds a 10% or greater direct or indirect interest in Zayo.

*Section 63.18(h) – Interlocking Directorates:*

Except for the foreign carrier subsidiaries listed below, which share certain directors with Zayo, Zayo does not have any interlocking directorates with a foreign carrier.

*Section 1.767(a)(8)(ii) – Certification Regarding Foreign Carrier Status and Foreign Affiliation:*

Zayo holds a Reseller Registration and Basic International Telecommunication Services License in Canada and thus is itself a non-dominant foreign carrier in Canada. As described in prior filings by Zayo<sup>8</sup>, Zayo also is affiliated with its following foreign carrier subsidiaries:

<b>Country</b>	<b>Affiliate Name</b>
Canada (WTO Member)	360networks Vancouver Ltd.  A Canadian entity.
Canada (WTO Member)	Zayo Canada, Inc.  A Canadian entity.
Canada (WTO Member)	Delphi Solutions Corp.  A Canadian entity.
France, Germany, Netherlands United Kingdom (WTO Members)	Zayo Group EU Limited  A UK entity.
Germany and United Kingdom (WTO Members)	Zayo Group UK Limited  A UK entity.

<sup>8</sup> See IB File Nos. FCN-NEW-20141126-00019, ITC-ASG-20130628-00178 and ITC-ASG-20130506-00131.

<b>Country</b>	<b>Affiliate Name</b>
Japan (WTO Member)	MFN Japan KK  A Japanese entity.
United Kingdom and Ireland (WTO Members)	Geo Networks Limited.  A U.K. entity.
United Kingdom (WTO Member)	Geo Metro Limited  A U.K. entity.
United Kingdom (WTO Member)	FibreSpeed Limited  A U.K. entity.
France, United Kingdom, Spain, Germany, Austria, Switzerland, Netherlands, Luxembourg, Belgium (WTO Members)	Zayo France SAS  A French entity.
France (WTO Member)	Neocenter Est SARL  A French entity.
France (WTO Member)	Neocenter Ouest SAS  A French entity.

Zayo and each of its subsidiaries listed above are non-dominant in the countries where they are foreign carriers since they each hold less than a 50% market share in the international transport and local access markets in the countries where they operate. None of these entities are on the Commission's list of foreign carriers presumed to possess market power.<sup>9</sup> Additional information regarding Zayo's affiliates is provided in the long-form transfer of control application transferring control of Allstream from MTS Inc. to Zayo that was approved by the Commission.<sup>10</sup>

*Section 1.767(a)(8)(iii) – Certification Regarding Destination Markets:*

<sup>9</sup> See *The International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, DA 07-233 (rel. Jan. 26, 2007).

<sup>10</sup> See IB File No. SCL-T/C-20151125-00032 (granted Jan. 7, 2016).

Zayo certifies that following consummation of the transaction, Zayo and one or more of its affiliates will provide international telecommunications services in the destination market of the AmeriCan-1 Cable: Canada. As stated above, Zayo, Zayo Canada Inc., 360networks Vancouver Ltd., and Delphi Solutions Corp. are all non-dominant foreign carriers in Canada.

*Section 1.767(a)(8)(iv) – Demonstration Regarding WTO Status and Market Power:*

All of the countries listed above are WTO member countries.

*Section 63.18(o) – Certification Regarding Anti-Drug Abuse Act of 1988:*

Each Applicant certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, 47 C.F.R. §1.2001-1.2003 that it is not subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

**Information Required by Section 1.767(a)(9) (Certification):**

Zayo certifies that it accepts and will abide by the routine conditions set forth in Section 1.767(g) of the Commission's Rules, 47 C.F.R. §1.767(g).

**Pro Forma Certification and Request for Streamlining:**

The Applicants certify that this transaction is entirely *pro forma* in nature and will not result in a change in the actual controlling party of the AmeriCan-1 cable.<sup>11</sup> The Applicants also respectfully request streamlined processing of this application. This application qualifies for streamlining because Zayo and its foreign carrier affiliates all lack market power for the reasons described above and this *pro forma* transaction creates no new foreign carrier affiliations for Zayo. Thus the Applicants request that the Commission expeditiously grant the instant *pro forma* assignment application.

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<sup>11</sup> 47 C.F.R. § 1.767(g)(7), 63.24(f)(2)(ii).

## Conclusion

For the foregoing reasons, the Applicants respectfully submit that grant of this *pro forma* assignment application will serve the public interest, convenience and necessity.

Respectfully submitted,

/s/ Ray Rutngamlug

Ray Rutngamlug

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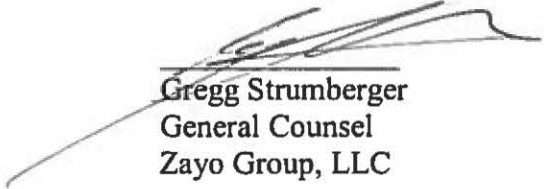
Date: May 26, 2016

*Counsel to Zayo Group, LLC*



**VERIFICATION**

I, Gregg Strumberger, state that I am General Counsel of Zayo Group, LLC ("Zayo"); that I am authorized to make this verification on behalf of Zayo and its subsidiary Allstream Fiber US, Inc. ("Licensee"); that the statements regarding the transaction, Zayo and the Licensee in the foregoing application are true and correct to the best of my knowledge and belief. I declare under the penalty of perjury that the foregoing is true and correct.



Gregg Strumberger  
General Counsel  
Zayo Group, LLC

Executed: May 26 2016