

**EXHIBIT B**

**Notice of Pro Forma Transfer of Control of Zayo**

Jean L. Kiddoo  
 Brett P. Ferenchak  
 Jeffrey R. Strenkowski  
 jean.kiddoo@bingham.com  
 brett.ferenchak@bingham.com  
 jeffrey.strenkowski@bingham.com  
 Our File No.: 0000327340

FILED/ACCEPTED

NOV 13 2007

Federal Communications Commission  
 Office of the Secretary

November 13, 2007

**Via Hand Delivery**

Marlene H. Dortch, Secretary  
 Federal Communications Commission  
 Office of the Secretary  
 445 12th Street, SW  
 Washington, DC 20554  
 Attn: Wireline Competition Bureau

**Re: Notification of *Pro Forma* Transfer of Control of:**

**Zayo Bandwidth Northeast, LLC (FRN 0005929609)**  
**Zayo Bandwith Northeast Sub, LLC (FRN 0008757874)**  
**Zayo Bandwidth Indiana, LLC (FRN 0014155386)**  
**Onvoy, Inc. (FRN 0004323028)**  
**Minnesota Independent Equal Access Corporation (FRN 0004323036)**

Dear Dortch:

Zayo Bandwidth Northeast, LLC ("Zayo-NE"), Zayo Bandwith Northeast Sub, LLC ("Zayo-NE Sub"), Zayo Bandwidth Indiana, LLC ("Zayo-IN"), Onvoy, Inc. ("Onvoy"), and Minnesota Independent Equal Access Corporation ("MIEAC") (collectively, the "Parties"), by undersigned counsel, notify the Commission of an intra-corporate structural change that will result in the *pro forma* transfer of control of the Parties as described below. The Parties emphasize that their ultimate ownership and control of the Parties will not change as a result of this purely intra-corporate change in corporate structure.

**Description of the Parties**

Zayo-NE (formerly known as PPL Telcom, LLC) is a Delaware limited liability company whose sole member is Zayo Bandwidth, Inc. ("Zayo"), a Delaware corporation. Zayo-NE Sub (formerly known as PPL Prism, LLC) is a Delaware limited liability company whose sole member is Zayo-NE. Zayo-IN (formerly known as Indiana Fiber Works, LLC) is a New York limited liability company whose sole member is also Zayo. Onvoy is a Minnesota corporation whose sole owner is Zayo. MIEAC is a Minnesota corporation whose sole owner is Onvoy. Zayo Bandwidth, Inc. (formerly known as CII Holdco, Inc.) ("Zayo") is a Delaware corporation that is wholly owned by Communications Infrastructure Investments, LLC ("CII" and together with Zayo, the "Company"), a Delaware limited liability company. The Company has a principal office located at 950 Spruce Street, Suite 1A, Louisville, Colorado 80027.

Boston  
 Hartford  
 Hong Kong  
 London  
 Los Angeles  
 New York  
 Orange County  
 San Francisco  
 Santa Monica  
 Silicon Valley  
 Tokyo  
 Walnut Creek  
 Washington

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

T 202.373.6000  
 F 202.373.6001  
 bingham.com

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The combined advanced fiber network of the Company now incorporates approximately 8,400 route miles of fiber and connects to over 800 buildings in fourteen states and the District of Columbia. The legacy operating companies acquired by the Company provide a mix of advanced services including broadband services, private line, wave length transport, Ethernet, co-location, dedicated Internet access, centralized equal access, dark fiber and some traditional long distance services. As a combined entity, the Company is poised to draw upon the legacy services of each of the acquired entities to expand and strengthen their individual presence in their operating states and offer an integrated array of service throughout the overall region served by the Company.

#### Designated Contacts

Questions or any correspondence, or other materials pertaining to this filing should be directed to the following:

#### For the Parties:

Jean L. Kiddoo  
Brett P. Ferenczak  
Jeffrey R. Strenkowski  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
(202) 373-6000 (Tel)  
(202) 373-6001 (Fax)  
jean.kiddoo@bingham.com  
brett.ferenczak@bingham.com  
jeffrey.strenkowski@bingham.com

#### With Copies to:

Scott E. Beer  
General Counsel  
Zayo Bandwidth, Inc.  
950 Spruce Street, Suite 1A  
Louisville, CO 80027  
(303) 381-4664 (Tel)  
(303) 226-5923 (Fax)  
sbeer@zayo.com

#### Description of the Pro Forma Transfer of Control

By this filing, the Parties notify the Commission of an intra-corporate transaction that will result in *pro forma* transfer of control and new corporate structure for the Parties. Specifically, a new holding company, Zayo Bandwidth Holdings, Inc. ("Zayo Holdings"), will be inserted between Zayo, the current direct or indirect parent company of the Parties, and CII.<sup>1</sup> Zayo will continue to directly wholly own the Zayo-NE, Zayo-IN and Onvoy. In addition, the current owners of Zayo will hold the same interest in Zayo Holdings as they currently hold in Zayo. Thus, at the conclusion of the change in intra-corporate structure, the Parties will continue to be ultimately owned and controlled

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<sup>1</sup> In addition, Zayo may convert from a C-corporation to a limited liability company upon insertion of the holding company.

by the same entities. An illustrative organizational chart of the *pro forma* corporate change is provided as Attachment A. The insertion of an intermediate holding company will not result in any change in the Parties' management or day-to-day operations; nor will it adversely affect the Parties' current or proposed operations.

**Public Interest Statement**

The proposed *pro forma* change in corporate structure will serve the public interest by enabling the Company and its subsidiaries, including the Parties, to enhance their operational flexibility in regard to financing arrangements and equity issuances. In addition, this change will be transparent to consumers, who will benefit from the continued availability of the Parties' high quality, competitively priced telecommunications services.

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

As required by Section 63.24(f)(2), the Parties provides the following information required by 63.18(a) to (d) and (h) with respect to the transferee:

- (a) Name, address and telephone number of transferee:

Zayo Bandwidth Holdings, Inc.  
c/o Zayo Bandwidth, Inc.  
950 Spruce Street, Suite 1A  
Louisville, Colorado 80027  
Tel: (303) 381-4683

- (b) Zayo Bandwidth Holdings, Inc. is a Delaware corporation.
- (c) Correspondence concerning this filing should be sent to the contacts listed above.
- (d) The Parties hold the following Section 214 authorizations:

Zayo-NE is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-NE also 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-214-20020103-00004 (Jan. 23, 2002).

Zayo-NE Sub is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-NE Sub does not provide international services.

Zayo-IN is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-IN also 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-214-20060523-00284 (June 15, 2006).

Onvoy is authorized to provide interstate service by virtue of blanket domestic Section 214 authority, 47 C.F.R. § 64.01. 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).<sup>2</sup>

MIEAC holds Section 214 authority to lease transmission facilities to provide CEA service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

- (h) Please see Attachment B for the post-change ownership of the Parties.

The Parties certify that the intra-corporate change in structure will be *pro forma* and that, together with all previous *pro forma* transactions, will not result in a change in the actual controlling party.

\* \* \* \*

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<sup>2</sup> 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 File No. ITC-ASG-20070913-00379.

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This notice is being filed via hand delivery. Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to be a stylized 'J' followed by a long horizontal line.

Jean L. Kiddoo  
Brett P. Ferenchak  
Jeffrey R. Strenkowski

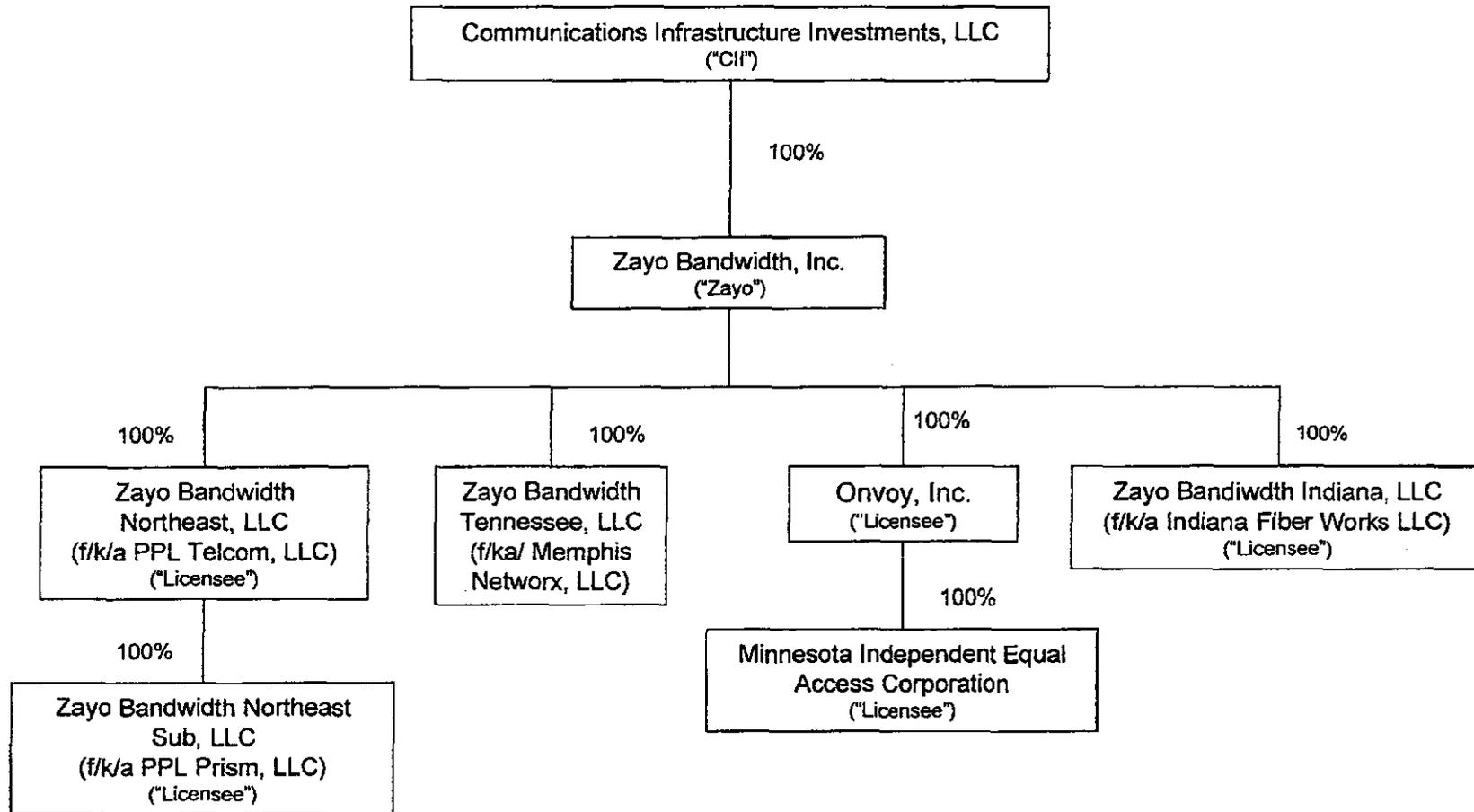
Counsel for the Parties

Attachments

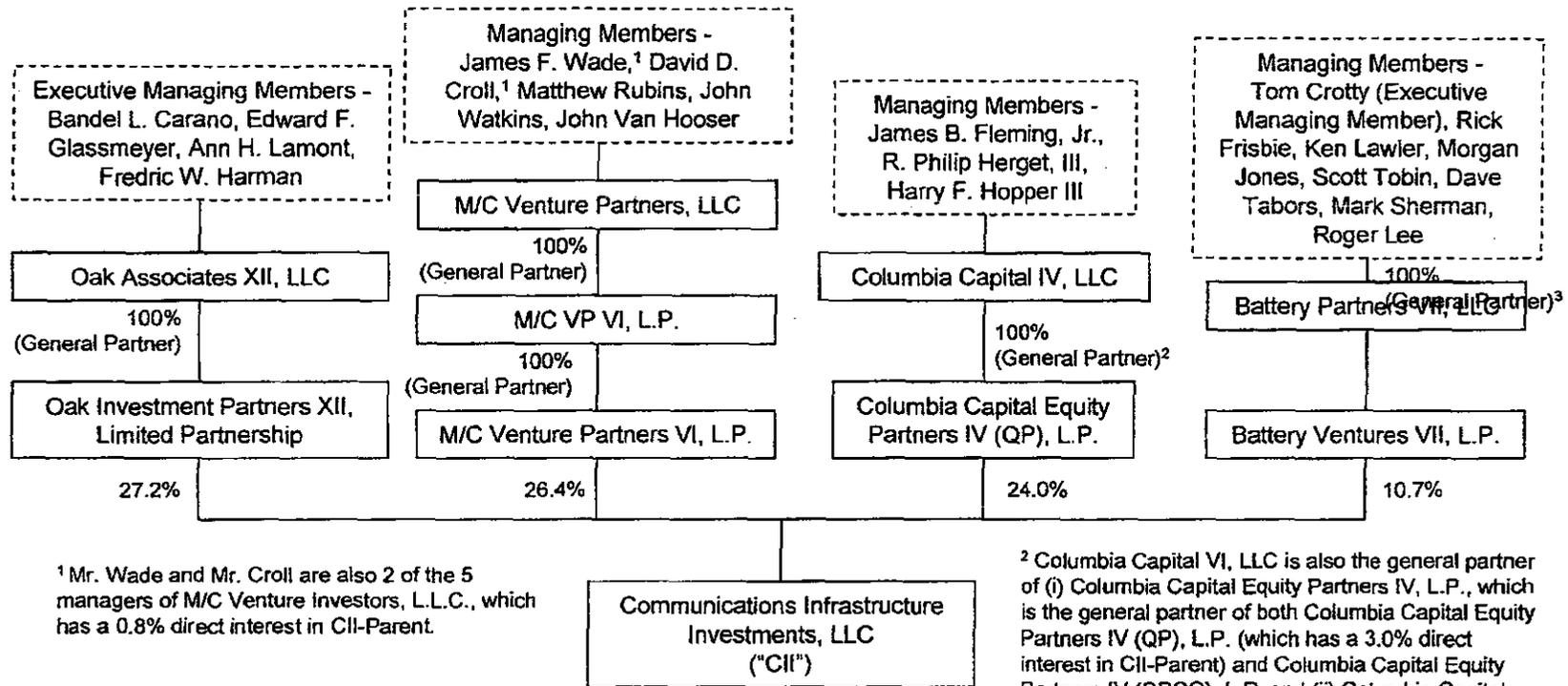
**Attachment A**

**Before and After Corporate Structure**

## Pre-Corporate Structure Change of Licensees



## Pre- and Post-Corporate Structure Change of CII

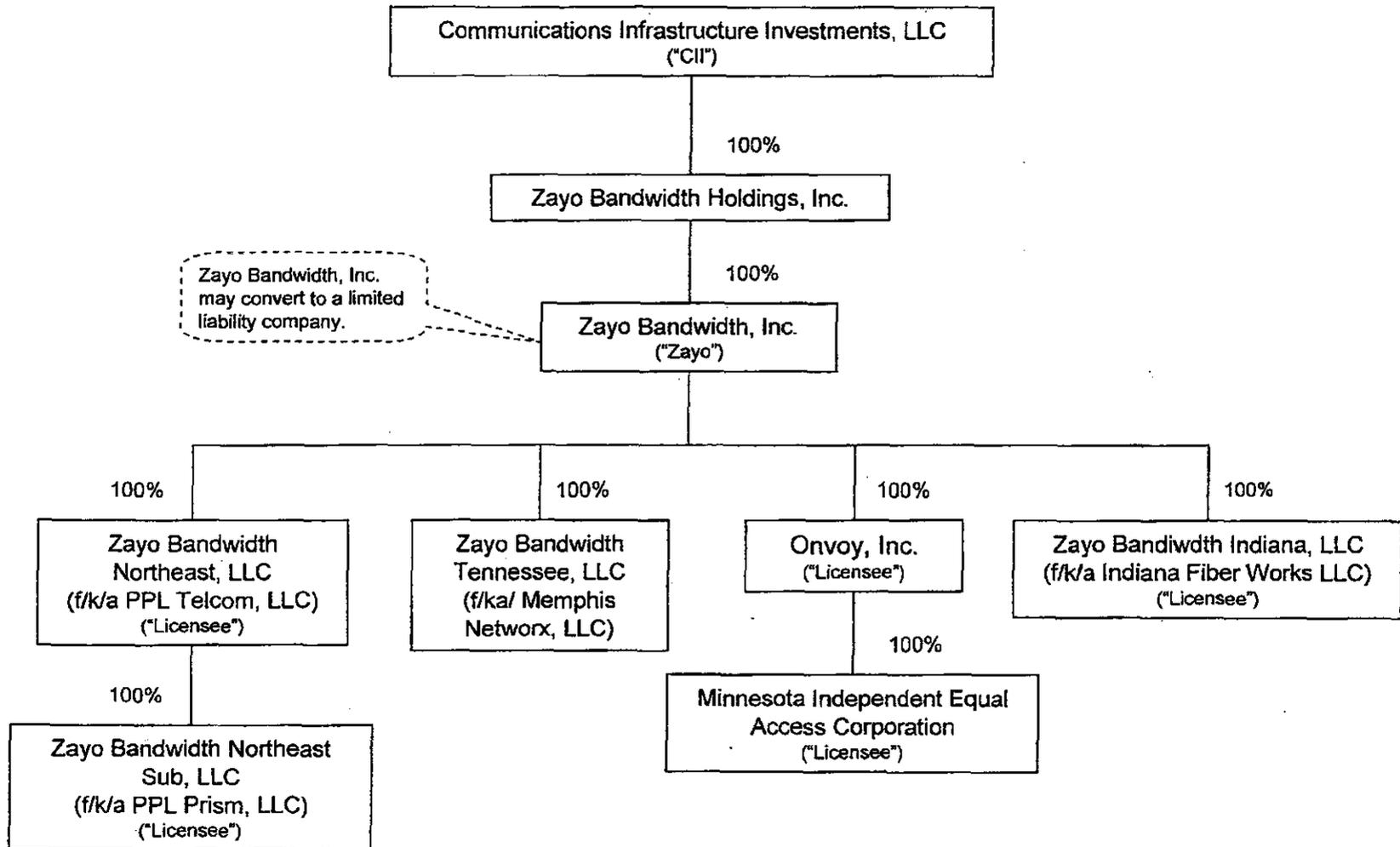


<sup>1</sup> Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in CII-Parent.

<sup>2</sup> Columbia Capital VI, LLC is also 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. (which has a 3.0% direct interest in CII-Parent) and Columbia Capital Equity Partners IV (QPCO), L.P. and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.2% direct interest in CII-Parent.

<sup>3</sup> Battery Partners VII, LLC is also the managing member of Battery Investment Partners VII, LLC, which holds a 0.2% direct interest in CII-Parent.

## Post-Corporate Change Structure of Licensees



## ATTACHMENT B

### Post-Change in Corporate Structure Ownership

The following entities hold, directly or indirectly, a 10% or greater interest<sup>1</sup> in the Parties as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:

- 1) The following entity currently holds and, upon completion of the *pro forma* transfer of control, will continue to hold a ten percent (10%) or greater direct interest in Zayo-NE Sub:

Name: Zayo Bandwidth Northeast, LLC  
Address: 950 Spruce Street, Suite 1A  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Telecommunications Services  
% Interest: 100% (directly in Zayo-NE Sub)

- 2) The following entity currently holds and, upon completion of the *pro forma* transfer of control, will continue to hold a ten percent (10%) or greater direct interest in MIEAC:

Name: Onvoy, Inc.  
Address: 950 Spruce Street, Suite 1A  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Telecommunications Services  
% Interest: 100% (directly in MIEAC)

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

- 3) The following entity currently holds and, upon completion of the *pro forma* transfer of control, will continue to hold a ten percent (10%) or greater direct interest in **Zayo-NE, Zayo-IN, and Onvoy:**

Name: Zayo Bandwidth, Inc.  
Address: 950 Spruce Street, Suite 1A  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Telecommunications Services  
% Interest: 100% (directly in the Zayo-NE, Zayo-IN and Onvoy and indirectly in Zayo-NE Sub and MIEAC)

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

Name: Zayo Bandwidth Holdings, Inc.  
Address: 950 Spruce Street, Suite 1A  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100%

- 5) The following entity will hold a ten percent (10%) or greater direct interest in **Zayo Bandwidth Holdings, Inc.:**

Name: Communications Infrastructure Investments, LLC  
Address: 950 Spruce Street, Suite 1A  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100%

- 6) The following entities and individuals currently hold and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater, direct or indirect, interest in Communications Infrastructure Investments, LLC ("CII"):

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: 27.2% (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: 27.2% (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 control a 10% or more interest in the Company 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: 26.4% (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: 26.4% (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: 26.4% (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 0.8% direct interest in CII.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company 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: 24.0% (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: 27.2% (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. (3.0% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.2% 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

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in the Company through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Battery Ventures VII, L.P. ("Battery Ventures VII")  
Address: Reservoir Woods  
930 Winter Street, Suite 2500  
Waltham, MA 02451  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 10.7% (directly in CII)

Name: Battery Partners VII, LLC  
Address: Reservoir Woods  
930 Winter Street, Suite 2500  
Waltham, MA 02451  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 10.8% (indirectly in CII as general partner of Battery Ventures VII and managing member of Battery Investment Partners VII, LLC (0.2% direct interest in CII))

The following individuals are Managing Members of Battery Partners VII, LLC, are all U.S. citizens, and can be reached through Battery Partners VII, LLC:

Tom Crotty (Executive Managing Member)  
Rick Frisbie  
Ken Lawler  
Morgan Jones  
Scott Tobin  
Dave Tabors  
Mark Sherman  
Roger Lee

Tom Crotty has been designated as the Executive Managing Member by the Managing Members, and is responsible for the day to day management of the Battery Partners VII, LLC.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Battery Ventures VII.

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Zayo through CII.

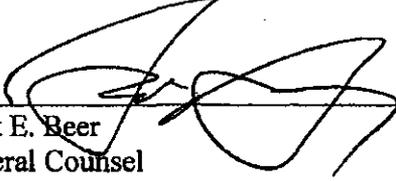
No entity that owns or controls 10% or more of Zayo through CII has an interlocking directorate with any foreign carrier.

STATE OF COLORADO  
COUNTY OF BOULDER

§  
§  
§

**VERIFICATION**

I, Scott E. Beer, state that I am the General Counsel of Zayo Bandwidth, Inc., the parent company of the Licensees; that I am authorized to make this Verification on behalf of Zayo Bandwidth, Inc. and the Licensees; that the foregoing filing was prepared under my direction and supervision; and that the are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Scott E. Beer  
General Counsel  
Zayo Bandwidth, Inc.

Sworn and subscribed before me this 6 day of November, 2007.

  
\_\_\_\_\_  
Notary Public

My commission expires 6-8-2011

## Verifications

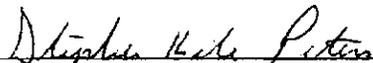
VERIFICATION

STATE OF WEST VIRGINIA :  
:  
COUNTY OF HARRISON :

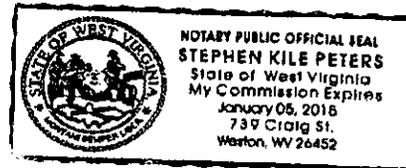
I, Jeffery A. Ray, hereby state that I am the General Counsel of Citynet, LLC, an Applicant in the foregoing Joint Application; that I am authorized to make this Verification on behalf of Citynet, LLC and its subsidiary, Citynet Fiber Network, LLC; that the foregoing Joint Application was prepared under my direction and supervision; and that the statements with regard to Citynet, LLC and Citynet Fiber Network, LLC in the foregoing Joint Application are true and correct to the best of my knowledge, information, and belief.

  
Name: Jeffrey A. Ray  
Title: General Counsel  
Citynet, LLC

SWORN TO AND SUBSCRIBED before me on the 28 day of December, 2007.

  
Notary Public

My commission expires: 01/05/15



**VERIFICATION**

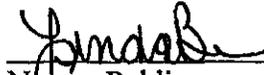
STATE OF COLORADO :  
:  
CITY OF BOULDER :

I, Scott Beer, hereby state that I am the General Counsel and Secretary of Zayo Bandwidth, Inc., an Applicant in the foregoing Joint Application; that I am authorized to make this Verification on behalf of Zayo Bandwidth, Inc.; that the foregoing Joint Application was prepared under my direction and supervision; and that the statements with regard to Zayo Bandwidth, Inc. in the foregoing Joint Application are true and correct to the best of my knowledge, information, and belief.



Name: Scott Beer  
Title: General Counsel and Secretary  
Zayo Bandwidth, Inc.

SWORN TO AND SUBSCRIBED before me on the 27<sup>th</sup> day of December, 2007.

  
\_\_\_\_\_  
Notary Public

My commission expires: 6-8-2011