

Jean L. Kiddoo
Brett P. Ferenchak
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com
Our File No.: 0000332244

May 23, 2008

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: CC Docket No. 00-257: *In the Matter of 2000 Biennial Review - Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers.*
Notification of Zayo Bandwidth Tri-State, LLC Pursuant to 47 C.F.R. § 64.1120(e)

Dear Ms. Dortch:

On behalf of Zayo Bandwidth Tri-State, LLC ("Tri-State"), and acquisition subsidiary formed by Zayo Group, LLC ("Zayo") for the purpose of undertaking the transaction described below, and pursuant to Section 64.1120(e) of the Commission's Rules, 47 C.F.R. § 64.1120(e), we hereby notify the Commission of Tri-State's intent to acquire the presubscribed customer base in the Fort Wayne, Indiana, Ann Arbor and Lansing, Michigan, and Akron and Toledo, Ohio markets (the "Markets") currently served by CenturyTel Acquisition LLC ("CTA") as described below.

Names of the Parties to the Transaction: The parties to the transaction include: Tri-State and CTA, the assignor. The CTA customers being acquired will be assigned to Tri-State operating affiliates at closing. Specifically, CTA's presubscribed customers will be assigned to and served by Onvoy, Inc. d/b/a Onvoy Voice Services ("Onvoy"); Zayo Bandwidth Indiana, LLC ("Zayo Indiana") will become the provider of all private line telecommunications services for all customers of CTA in the Markets; and Zayo Managed Services ("ZMS") will become the provider of unregulated information, Internet and communications services for all customers of CTA in the Markets.

Types of Telecommunications Services Provided to Affected Customers: CTA provides local voice, long distance, data and Internet services to businesses and carriers as a competitive local exchange carrier, which services will be provided after closing by Onvoy, Zayo Bandwidth, or ZMS as described above.

Date of the Transfer: The parties anticipate that the affected customers will be transferred to Onvoy on or about July 1, 2008, or as soon as possible thereafter following receipt of regulatory approvals.

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

A/72529956.2

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Certification of Compliance: Attached hereto as Attachment A is Onvoy's and Zayo Indiana's certification required under Section 64.1120(e)(1) of the Commission's rules.

Copy of Notice Sent to Affected Subscribers: Attached hereto as Attachment B are copies of the customer notices that were mailed on May 9, 2008. Immediately following closing, all customers will be receiving virtually identical service from Onvoy and Zayo Indiana, at the same rates, terms and conditions, as they currently receive from CTA. However, Zayo has determined that service to certain of the acquired customers will likely be discontinued following closing. Attachment B therefore contains a separate form of notice that was sent to those customers. In compliance with Section 63.71 of the Commission's rules, all customers whose service will be discontinued will receive formal written notice of the planned discontinuance following closing, but in the interest of giving those customers full knowledge on which to base their choice of whether to transition their service to another carrier, Zayo and its operating subsidiaries wanted to notify them of the possibility of future discontinuance of service as part of their notice of the pending transaction.

Should there be any questions regarding this notification, please do not hesitate to contact the undersigned.

Very truly yours,



Jean L. Kiddoo
Brett P. Ferenchak

Attachments

ATTACHMENT A

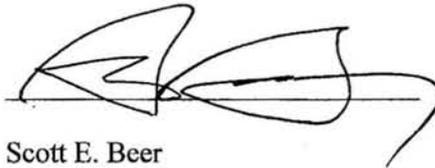
Certification

CERTIFICATION

On behalf of Onvoy, Inc. d/b/a Onvoy Voice Services ("Onvoy"), and in accordance with Section 64.1120 of the Commission's rules, 47 C.F.R. § 64.1120, I hereby certify under penalty of perjury that I have read the foregoing notification and the statements contained therein are true, complete and correct to the best of my knowledge. I further certify that, with respect to the transfer to Onvoy certain of the affected customers of CenturyTel Acquisition LLC ("CTA"), Onvoy and CTA have complied with the Commission's requirements to provide advance customer notice in accordance with Section 64.1120(e)(3), with the obligations specified in that notice, and with other statutory and Commission requirements that apply to this streamlined process.

I certify under penalty of perjury that the foregoing is true and correct.

By:



Name: Scott E. Beer

Title: General Counsel

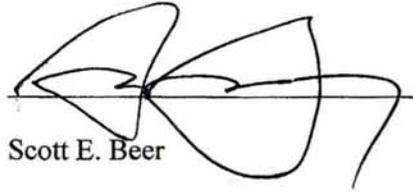
Date: May 20, 2008

CERTIFICATION

On behalf of Zayo Bandwidth Indiana, LLC ("Zayo-IN"), and in accordance with Section 64.1120 of the Commission's rules, 47 C.F.R. § 64.1120, I hereby certify under penalty of perjury that I have read the foregoing notification and the statements contained therein are true, complete and correct to the best of my knowledge. I further certify that, with respect to the transfer to Zayo-IN certain of the affected customers of CenturyTel Acquisition LLC ("CTA"), Zayo-IN and CTA have complied with the Commission's requirements to provide advance customer notice in accordance with Section 64.1120(e)(3), with the obligations specified in that notice, and with other statutory and Commission requirements that apply to this streamlined process.

I certify under penalty of perjury that the foregoing is true and correct.

By:

A handwritten signature in black ink, appearing to read "Scott E. Beer", written over a horizontal line.

Name: Scott E. Beer

Title: General Counsel

Date: May 20, 2008

ATTACHMENT B

Notices Sent to Affected Customers



May 9, 2008

IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear CenturyTel Customer,

CenturyTel Acquisition LLC (“CenturyTel”) and Zayo Group, LLC (“Zayo”) are pleased to advise you that Zayo will acquire CenturyTel’s telecommunications business in your area. Following completion of the transaction, the service you currently receive from CenturyTel will be provided by one or more of the following Zayo Operating Groups: Zayo Bandwidth (service provided by Zayo Bandwidth of Indiana, LLC), Onvoy Voice Services (service provided by Onvoy, Inc.) and Zayo Managed Services. The specific types of services that each of these Zayo Operating Groups will provide are as follows:

Zayo Bandwidth will become the provider of all private line telecommunications services for all customers of CenturyTel in the Markets.

Onvoy Voice Services will become the provider of all switched voice local exchange and interexchange telecommunications services for all customers of CenturyTel in the Markets.

Zayo Managed Services will become the provider of all unregulated information, Internet and communications services for all customers of CenturyTel in the Markets.

Subject to approval by the Federal Communications Commission and state regulators, the transaction is expected to be completed **on or after July 1, 2008**, at which time the applicable Zayo Operating Group(s) will become your service provider(s) as described above. **Please note that you are not required to do anything to continue receiving the high-quality service you have come to expect at the same competitive rates you currently pay.** In addition, you will not be charged any fees for the transfer of your service(s). If you have arranged a preferred carrier freeze through your local carrier with respect to any the services involved in this transfer, such freeze will be removed in order to transition the services to a Zayo Operating Group; following the transfer, you must contact your local carrier to reinstate the freeze.

We are confident that this transaction will strengthen the quality of services that you receive from CenturyTel today. Please be assured that there will be no interruption to your current CenturyTel services. You will continue to receive service at the same rates, terms, and conditions under which you currently receive service from CenturyTel. Notice of any future changes in the services you receive, or in the rates, terms, and conditions of those services, will be provided to you as required under applicable law.

We recognize that you have the right to change providers, subject to the terms and conditions, including termination provisions, of any agreement you may have with CenturyTel. We hope,

however, that you choose to remain a customer with Zayo and thereby continue to enjoy from a Zayo Operating Group the same high-quality communications and Internet services you currently receive from CenturyTel.

Prior to the actual transfer date, CenturyTel will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact your CenturyTel company representative toll-free at (800) 850-9048. If you have any questions regarding this notice or your account after the transfer is completed, you should refer your questions to the appropriate Zayo Operating Group as follows:

| | |
|-----------------------|----------------|
| Zayo Bandwidth | (866) 236-2824 |
| Onvoy Voice Services | (800) 933-1224 |
| Zayo Managed Services | (866) 629-8200 |

The Zayo companies welcome your continued business and are committed to continuing to provide you with superior products and services.

Sincerely,

Zayo Group, LLC
Zayo Bandwidth
Onvoy Voice Services
Zayo Managed Services

Sincerely,

CenturyTel Acquisition LLC

May 9, 2008

IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear CenturyTel Customer,

CenturyTel Acquisition LLC (“CenturyTel”) and Zayo Group, LLC (“Zayo”) hereby advise you that Zayo will acquire CenturyTel’s telecommunications business in your area. Following completion of the transaction, the service you currently receive from CenturyTel will be provided by one or more of the following Zayo Operating Groups: Zayo Bandwidth (service provided by Zayo Bandwidth of Indiana, LLC), Onvoy Voice Services (service provided by Onvoy, Inc.) and Zayo Managed Services. The specific types of services that each of these Zayo Operating Groups will provide are as follows:

Zayo Bandwidth will become the provider of all private line telecommunications services for all customers of CenturyTel in the Markets.

Onvoy Voice Services will become the provider of all switched voice local exchange and interexchange telecommunications services for all customers of CenturyTel in the Markets.

Zayo Managed Services will become the provider of all unregulated information, Internet and communications services for all customers of CenturyTel in the Markets.

Subject to approval by the Federal Communications Commission and state regulators and your right to move your service to a different provider, the transaction is expected to be completed **on or after July 1, 2008**, at which time the applicable Zayo Operating Group(s) will become your service provider(s) as described above. You are not required to do anything to continue receiving the same service at the same rates as you currently pay. In addition, you will not be charged any fees for the transfer of your service. If you have arranged a preferred carrier freeze through your local carrier with respect to any the services involved in this transfer, such freezes will be removed in order to transition the services to a Zayo Operating Group; following the transfer, you must contact your local carrier to reinstate the freeze.

You have the right to move your service to another provider should you choose not to continue with a Zayo Operating Group. To assist you in making a decision in this regard, we want to take this opportunity to advise you that although current services will continue to be provided by the Zayo Operating Groups immediately following the transfer, Zayo has determined that it may not continue to offer these services in your area. Therefore, the Zayo Operating Groups may elect to discontinue these services following completion of the transfer. You will be notified at least 30 days in advance of any planned discontinuance of your service in accordance with federal and state regulations.



Prior to the actual transfer date, CenturyTel will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact your CenturyTel company representative toll-free at (800) 850-9048. If you have any questions regarding this notice or your account after the transfer is completed, you should refer your questions to the appropriate Zayo Operating Group as follows:

| | |
|-----------------------|----------------|
| Zayo Bandwidth | (866) 236-2824 |
| Onvoy Voice Services | (800) 933-1224 |
| Zayo Managed Services | (866) 629-8200 |

Thank you for your attention to this matter.

Sincerely,

Zayo Group, LLC
Zayo Bandwidth
Onvoy Voice Services
Zayo Managed Services

Sincerely,

CenturyTel Acquisition LLC