

BINGHAM

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WC 09-97

Please Date Stamp & Return

Jean L. Kiddoo
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US BANK/FCC JUN 08 2009

June 5, 2009

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

**Re: In the Matter of the Joint Application of FiberNet Telecom Group, Inc.,
Transferor, Local Fiber, LLC, Licensee, and Zayo Group, LLC, Transferee,
for Grant of Authority Pursuant to Section 214 of the Communications Act of
1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to
Complete a Transfer of Control of Local Fiber, LLC to Zayo Group, LLC**

Dear Ms. Dortch:

On behalf of Local Fiber, LLC ("Local Fiber"), FiberNet Telecom Group, Inc. ("FiberNet") and Zayo Group, LLC ("Zayo"), collectively ("Applicants") enclosed please find an original and six (6) copies of an application for approval to transfer control of Local Fiber from FiberNet to Zayo. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,015.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously submitting for filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

Brett P Ferenchak

Jean L. Kiddoo
Brett P. Ferenchak

Counsel for Zayo Group, LLC

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

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A73057336.1

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Zayo Group, LLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 c/o Brett Ferenchak			
(5) STREET ADDRESS LINE NO. 2 2020 K Street NW, 10th Floor			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0016-5558-49		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Local Fiber, LLC			
(14) STREET ADDRESS LINE NO. 1 220 West 42nd Street			
(15) STREET ADDRESS LINE NO. 2 13th Floor			
(16) CITY New York		(17) STATE NY	(18) ZIP CODE 10036
(19) DAYTIME TELEPHONE NUMBER (include area code) 212-405-6200		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0009-3738-12		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>6/5/2009</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX <input checked="" type="checkbox"/> _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE <u>Gandi Mayes / SPP</u>		DATE <u>6/5/2009</u>	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>3</u>	SPECIAL USE FCC ONLY
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**USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION**

(13) APPLICANT NAME FiberNet Telecom Group, Inc.		
(14) STREET ADDRESS LINE NO. 1 220 West 42nd Street		
(15) STREET ADDRESS LINE NO. 2 13th Floor		
(16) CITY New York	(17) STATE NY	(18) ZIP CODE 10036
(19) DAYTIME TELEPHONE NUMBER (include area code) 212-405-6200	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0018-8274-77	
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>3</u> of <u>3</u>	SPECIAL USE FCC ONLY
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**USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION**

(13) APPLICANT NAME Zayo Group, LLC		
(14) STREET ADDRESS LINE NO. 1 901 Front Street		
(15) STREET ADDRESS LINE NO. 2 Suite 200		
(16) CITY Louisville	(17) STATE CO	(18) ZIP CODE 80027
(19) DAYTIME TELEPHONE NUMBER (include area code) 303-381-4664	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0016-5558-49	(22) FEE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
FiberNet Telecom Group, Inc., Transferor,)	
Local Fiber, LLC, Licensee,)	
)	WC Docket No. 09-_____
and)	
)	IB File No. ITC-T/C-2009_____
Zayo Group, LLC, Transferee,)	
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission's Rules to Complete a Transfer of)	
Control of Local Fiber, LLC to Zayo Group, LLC)	
)	

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

FiberNet Telecom Group, Inc. ("FiberNet" or "Transferor"), Local Fiber, LLC ("Local Fiber" or "Licensee"), and Zayo Group, LLC ("Zayo" or "Transferee") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Commission approval or such authority as may be necessary or required to enable the parties to consummate a transaction whereby Zayo will acquire control of Licensee, which provides interconnection and transport services in New Jersey, New York and California.

Although the proposed transaction will result in a change in the ultimate ownership of Licensee, no transfer of authorizations, assets or customers will occur as an immediate conse-

quence of the proposed transaction. Licensee will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms and conditions. Accordingly, this transaction will have no effect on the rates, terms and conditions of service of the customers of Licensee.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) apply as described more fully in Section V below. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. FiberNet Telecom Group, Inc. and Local Fiber, LLC

FiberNet Telecom Group, Inc. ("FiberNet") is a publicly-traded Delaware corporation that functions as a holding company for its indirect, wholly owned subsidiary, Local Fiber, LLC

("Local Fiber"), a New York limited liability company. The following Delaware corporations are intermediate holding companies between FiberNet and Local Fiber: FiberNet Operations, Inc. and FiberNet Telecom, Inc. All these companies are located at 220 W. 42nd Street, 13th Floor, New York, New York 10036. Local Fiber is a communications service provider focused on providing interconnection services enabling the exchange of voice, video and data traffic between global networks. The company owns and operates integrated collocation facilities and diverse transport routes in New York, New Jersey and California. The transport services are delivered over an open architecture to support multiple technologies. Local Fiber does not have any end user customers, rather the company's customers consist of some of the world's largest network operators, including leading domestic and international telecommunications carriers and service providers.

Local Fiber is authorized to provide competitive local exchange and interexchange telecommunications services in California, New York and New Jersey. Additionally, Local Fiber has domestic interstate authority and international authority from the Commission to operate as a global facilities-based and resale service provider in ITC-214-19970327-00177 granted on May 23, 1997.

B. Zayo Group, LLC

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. Zayo and CII have a principal office located at 901 Front Street, Suite 200, Louisville, Colorado 80027. The Company was organized to acquire and support long-term development of fiber-based bandwidth solutions-oriented businesses and has made a number of acquisitions to further that business plan. Specifically, the Company has recently completed acquisitions of: (1)

Memphis Networx, LLC (now known as Zayo Bandwidth Tennessee, LLC) (“Zayo-TN”);¹ (2) PPL Telcom, LLC (now known as Zayo Bandwidth Northeast, LLC) (“Zayo-NE”) and PPL Prism, LLC (now know as Zayo Bandwidth Northeast Sub, LLC) (“Zayo-NE Sub”);² (3) Indiana Fiber Works LLC (now known as Zayo Bandwidth Indiana, LLC) (“Zayo-IN”);³ (4) Onvoy, Inc. and Minnesota Independent Equal Access Corporation (together, “Onvoy”);⁴ (5) Citynet Fiber Network, LLC (now known as Zayo Bandwidth Central, LLC) (“Zayo-Central”) and Citynet Virginia, LLC (now known as Zayo Bandwidth Central (Virginia), LLC) (“Zayo-VA”);⁵ (6) Northwest Telephone, Inc. (now known as Zayo Bandwidth Northwest, Inc.) (“Zayo-NW”);⁶ (7) Fiberlink, LLC d/b/a Columbia Fiber Solutions (“CFS”);⁷ and (8) NTI of California, LLC

¹ Memphis Networx, LLC is a provider of intrastate communications services in Tennessee. The acquisition of Memphis Networx, LLC by Zayo was completed on July 31, 2007.

² The acquisition of Zayo-NE and Zayo-NE Sub by Zayo was completed on August 24, 2007. The Commission approved the transfer of control in WC Docket No. 07-132 and IB File No. ITC-T/C-20070620-00239.

³ The acquisition of Zayo-IN was completed on September 28, 2007. The Commission approved the transfer of control in WC Docket No. 07-159 and IB File No. ITC-T/C-20070725-00295.

⁴ The acquisition of Onvoy was completed on November 7, 2007. The Commission approved the transfer of control in WC Docket No. 07-222 and IB File No. ITC-T/C-20070905-00361.

⁵ The acquisition of Zayo-Central was completed on February 15, 2008. The Commission approved the transfer of control in WC Docket No. 08-06.

⁶ The acquisition of Zayo-NW was completed on May 30, 2008. The Commission approved the transfer of control in WC Docket No. 08-44 and IB File No. ITC-T/C-20080324-00153.

⁷ The acquisition of CFS was completed on September 30, 2008. The Commission approved the transfer of control in WC Docket No. 08-174.

("NTIC").⁸ The acquisition of Licensee will further enable the Company to achieve its business plan. The Company has the technical, managerial, and financial qualifications to acquire control of Licensee. The Company is operated by a highly qualified management team, all of whom have extensive backgrounds in the telecommunications industry.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to an Agreement and Plan of Merger ("Agreement") dated as of May 28, 2009, between Parent, Zayo Merger Sub, Inc. ("Merger Sub") and FiberNet, Parent will acquire indirect control of Local Fiber. Specifically, Merger Sub, a direct subsidiary of Parent formed for the purposes of this transaction, will merge with and into FiberNet with FiberNet surviving the merger. As a result of the merger, FiberNet will become a direct subsidiary of Parent and Local Fiber will become an indirect subsidiary of Parent. For the Commission's convenience, a chart of the pre- and post-transaction corporate structure of the Applicants is provided as Attachment A. Upon completion of the transaction, Local Fiber will become part of Transferee's "Zayo Bandwidth" operating group.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor

FiberNet Telecom Group, Inc.
220 W. 42nd Street
13th Floor
New York, NY 10036
(212) 405-6200

FRN: 0018827477

⁸ The acquisition of NTIC was completed on May 26, 2009. The Commission approved the transfer of control in ULS File No. 0003672336.

Licensee:

Local Fiber, LLC
220 W. 42nd Street
13th Floor
New York, NY 10036
(212) 405-6200

FRN: 0009373812

Transferee:

Zayo Group, LLC
901 Front Street, Suite 200
Louisville, CO 80027
(303) 381-4664

FRN: 0016555849

(b) Jurisdiction of Organizations:

Transferor: FiberNet is a corporation formed under the laws of Delaware.

Licensee: Local Fiber is a limited liability company formed under the laws of New York.

Transferee: Zayo is a limited liability company formed under the laws of Delaware.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Zayo:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6697 (Tel)
(202) 373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

With copies to:

Scott E. Beer
General Counsel
Zayo Group, LLC
901 Front Street, Suite 200
Louisville, CO 80027
(303) 381-4664 (Tel)
(303) 226-5923 (Fax)
sbeer@zayo.com

For Transferor and Licensee:

Robert J. Aamoth
Melissa Smith Conway
Kelley Drye & Warren LLP
3050 K Street NW, Suite 400
Washington, DC 20007
(202) 342-8552 (Tel)
(202) 342-8451 (Fax)
MConway@KelleyDrye.com

With copies to:

Michael S. Hubner
Senior Vice President & General Counsel
FiberNet Telecom Group, Inc.
220 West 42nd Street
New York, New York 10036
(212) 405-6206 (Tel)
(646) 219-0556 (Fax)
michael.hubner@ftgx.com

(d) Section 214 Authorizations

Transferor: FiberNet does not hold domestic or international Section 214 authorization.

Licensee: Local Fiber provides domestic interstate common carrier services pursuant to blanket domestic Section 214 authority to provide interstate telecommunications service pursuant to 47 C.F.R. § 63.01. Local Fiber holds international Section 214 authority to provide global facilities-based service and global resale service granted in IB File No. ITC- 214-19970327-00177 (Old File No. ITC-97-200) (May 28, 1997).

Transferee: Zayo operates its integrated communications business through various subsidiaries and, therefore, does not directly hold any domestic or international Section 214 authority. The following subsidiaries of Zayo hold Section 214 authority:

Zayo-NE is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. 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. § 63.01. 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. § 63.01. 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).

Zayo-Central is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Zayo-NW is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Zayo-NW hold international Section

214 authority to provide global or limited global resale service granted in IB File No. ITC-214-19990413-00244.

Onvoy is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. 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).⁹

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).

CFS is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

(h) (*Answer to Questions 11 & 12*) The following entities hold, directly or indirectly a 10% or greater interest¹⁰ in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:¹¹

Pre-Transaction Ownership of Local Fiber:

- 1) The following entity holds a ten percent (10%) or greater direct interest in **Local Fiber, LLC**:

Name:	FiberNet Telecom, Inc. ("FiberNet Telecom")
Address:	220 West 42nd Street New York, NY 10036
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100% (directly in Local Fiber)

⁹ 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.

¹⁰ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

¹¹ While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, see 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

Name: FiberNet Operations, Inc. ("FiberNet-Ops")
Address: 220 West 42nd Street
New York, NY 10036
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in Local Fiber as 100% owner of
FiberNet Telecom)

Name: FiberNet Telecom Group, Inc. ("FiberNet")
Address: 220 West 42nd Street
New York, NY 10036
Citizenship: U.S.
Principal Business: Telecommunications and Ancillary Services
% Interest: 100% (indirectly in Local Fiber, as 100% owner of
FiberNet-Ops)

2) **The following entity holds a ten percent (10%) or greater direct interest in
FiberNet Telecom Group, Inc.:**

Name: WC Capital Management, LLC ("WC Capital")
Address: 300 Drakes Landing Road, Suite 230
Greenbrae, CA 94904
Citizenship: U.S.
Principal Business: Investments
% Interest: 20% (directly in FiberNet)

Mr. Aaron Braun is the manager and controlling owner of WC
Capital. Mr. Braun is a U.S. citizen and can be reached through
WC Capital.

Name: Mr. Kamran Hakim
Address: c/o Buckingham Trading Partners
3 West 57th Street, 7th Floor
New York, NY 10019
Citizenship: U.S.
Principal Business: Investments
% Interest: 10% (directly in FiberNet)

No other person or entity, directly or indirectly, owns or controls a 10% or
greater interest in Local Fiber through FiberNet.

Post-Transaction Ownership of Local Fiber:

- 1) The following entity will hold a ten percent (10%) or greater direct interest in **Local Fiber, LLC**:

Name: FiberNet Telecom Group, Inc. ("FiberNet")
Address: 220 West 42nd Street
New York, NY 10036
Citizenship: U.S.
Principal Business: Telecommunications and Ancillary Services
% Interest: 100% (directly in Local Fiber)

- 2) The following entity will hold a ten percent (10%) or greater direct interest in **FiberNet Telecom Group, Inc.**:

Name: Zayo Group, LLC
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Telecommunications Services
% Interest: 100% (directly in FiberNet)

Pre-Transaction Ownership of Transferee:

- 1) The following entities hold a ten percent (10%) or greater direct or indirect interest in **Zayo Group, LLC**:

Name: Zayo Group Holdings, Inc. ("Holdings")
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in Zayo)

Name: Communications Infrastructure Investments, LLC
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in Zayo as 100% owner of Holdings)

- 2) The following entities and individuals hold a ten percent (10%) or greater, direct or indirect, interest in Com munications Infrastructure Invest-ments, 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: 23.6% (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: 23.6% (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 CII 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: 22% (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: 22% (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: 22% (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 0.7% 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 CII 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: 20% (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: 22.7% (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. (2.5 direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.15% 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

These individuals also have indirect control other entities that have, in aggregate, a 0.5% direct interest in CII.

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

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

Post-Transaction Ownership of Transferee:¹²

- 1) The following entities will hold a ten percent (10%) or greater direct or indirect interest in Zayo Group, LLC:

Name: Zayo Group Holdings, Inc.
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in Zayo)

Name: Communications Infrastructure Investments, LLC
Address: 901 Front Street, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in Zayo as 100% owner of Holdings)

¹² CII is obtaining additional equity investments, in part, to finance the transaction. The equity investment is anticipated to occur concurrently with the acquisition of Local Fiber. Therefore, CII will have a slightly different post-transaction ownership including an additional investor with a 10% or greater ownership interest in CII.

- 2) The following entities and individuals will 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: 21.2% (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: 21.2% (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 CII 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: 18.8% (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: 18.8% (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: 18.8% (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 0.6% 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 CII 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: 17.1% (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: 19.4% (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. (2.1% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.1% 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

These individuals also have indirect control other entities that have, in aggregate, a 0.4% direct interest in CII.

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

Name: Charlesbank Equity Fund VI, Limited Partnership
("Charlesbank EF VI")
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investments
% Interest: 12.2% (directly in CII)

Name: Charlesbank Equity Fund VI GP, Limited
Partnership ("Charlesbank VI GP")
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 14.3% (indirectly in CII as the general part-
ner of (i) Charlesbank EF VI, (ii) CB Off-
shore Equity Fund VI (1.4% direct interest
in CII), (iii) Charlesbank Equity Coinvest-
ment Fund VI, LP (0.5% direct interest in
CII), and (iv) Charlesbank Equity Coin-
vestment Partners, LP (0.1% direct interest
in CII))

Name: Charlesbank Capital Partners, LLC
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 14.3% (indirectly in CII as the general part-
ner of Charles Bank VI BP)

Charlesbank Capital Partners, LLC is owned by its nine (9) managing members who are all U.S. citizens, and can be reached through Charlesbank Capital Partners, LLC:

Michael Eisenson
Tim Palmer
Kim Davis
Mark Rosen
Michael Choe
Brandon White
Jon Biotti
Andrew Janower
Michael Thonis

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Charlesbank EF VI.

No other person or entity, directly or indirectly, will own or controls a 10% or greater interest in Zayo through CII following the transaction.

Aside from Zayo's subsidiary Onvoy, Inc., which is a non-dominant foreign carrier in Canada, Zayo does not have an interlocking directorates with a foreign carrier. As a result of the transaction, Zayo will also have an interlocking directorate with Licensee, which is also a non-dominant foreign carrier in Canada.

(i) **(Answer to Question 14)** Transferee certifies that it is not currently a foreign carrier. Transferee is currently affiliated within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with a foreign carrier, Onvoy, Inc. Onvoy is registered as a reseller of telecommunications services in Canada. As a result of the transaction, Transferee will also be affiliated with Local Fiber, which also is registered as a reseller of telecommunications services in Canada.

(j) **(Answer to Question 15)** Transferee certifies that, through its acquisition of control of Licensee, Transferee does not seek to provide international telecommunications services to any destination country where:

- (1) Transferee is a foreign carrier in that country; or
- (2) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and

are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

However, Transferee certifies that it directly controls a foreign carrier, Onvoy, which provides telecommunications services in Canada. Following the transaction, Transferee will also directly control Local Fiber, which is also a foreign carrier that provides telecommunications services in Canada.

(k) Transferee certifies that Canada, the country referenced in paragraph (j) above, is a Member of the World Trade Organization (“WTO”). Onvoy, the foreign carrier listed in paragraph (j), is not on the Commission’s List of Foreign Telecommunications Carriers that are presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, Onvoy and Local Fiber, the foreign carriers listed in paragraph (j), offer services in competition with dominant foreign carriers and others.

(l) Transferee, through its subsidiaries, may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where it has a foreign carrier affiliation. As demonstrated above and because Onvoy and Local Fiber lack 50 percent market share in the international transport and the local access markets on the foreign end of the route, Onvoy and Local Fiber should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(3).

(m) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(1,3), because it is not a foreign carrier and, as demonstrated above in paragraph (k), its affiliation is with a non-dominant foreign carrier in a country that is a Member of the WTO.

(n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign

carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. §63.12(a)-(b). Transferee is affiliated with a foreign carrier that provides telecommunications services in Canada. Nevertheless, Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) for the reasons detailed in response to paragraphs (k) and (m) above.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) Local Fiber provides interconnection and transport services in California, New Jersey and New York.

(ii) Zayo does not provide telecommunications services in any state. However, as stated above, Zayo currently controls Zayo-TN, Zayo-NE and Zayo-NE Sub, Zayo-IN, Zayo-Central and Zayo-Central VA, Zayo-NW and NTIC, Onvoy, MIEAC, CFS and Zayo Enterprise Networks, LLC (f/k/a Zayo Managed Services, LLC) ("ZEN") all of which provide telecommunications services. Zayo-TN provides intrastate bandwidth services in Tennessee. Zayo-NE and Zayo-NE Sub provide wholesale bandwidth services in District of Columbia,

Maryland, New Jersey, New York, Pennsylvania, and Virginia. Zayo-IN provides wholesale bandwidth services in Illinois, Indiana, Kentucky, Michigan and Ohio. Zayo-Central provides wholesale bandwidth services in Georgia, Illinois, Indiana, Kentucky, Michigan, Ohio, Pennsylvania, Tennessee, Virginia and West Virginia. Zayo-VA provides intrastate wholesale bandwidth services in Virginia. Zayo-NW provides wholesale bandwidth services in Idaho, Oregon and Washington, while its subsidiary, NTIC, provides such services in California. Onvoy provides competitive local exchange services in Indiana, Iowa, Michigan Minnesota, North Dakota, Ohio and Wisconsin and interexchange services in Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin. MIEAC provides centralized equal access services in Minnesota and North Dakota. CFS provides wholesale fiber optic transport services in Idaho and Washington. ZEN provides telecommunications services in Colorado and Ohio. In addition, Zayo controls Zayo Bandwidth, LLC, which is authorized to provide but does not yet provide intrastate telecommunications services in Michigan, Ohio and Pennsylvania.

(iii) Through MCVP VI, the Company is currently affiliated with (1) PRWireless, Inc., a fixed wireless provider, (2) Airband Communications, Inc., a fixed wireless provider, and (3) CSDVRS, LLC, a video relay services provider.

The members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners V, L.P., a Delaware limited partnership ("M/C Partners V"), through their membership interests in M/C VP V, LLC which is the sole general partner of M/C Partners V. In addition, three of the members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners IV, L.P., a Delaware limited partnership ("M/C Partners IV"), through their membership in M/C VP IV, LLC which is the sole general partner of M/C Partners IV.

Specifically, the general partner of M/C Partners IV is M/C VP IV, LLC, a Massachusetts limited liability company. James F. Wade, David D. Croll and Matthew J. Rubins, all U.S. citizens, are the members of M/C VP IV, LLC. As stated in the Application, Messrs. Wade, Croll, and Rubins are also members of M/C Venture Partners, LLC.

The general partner of M/C Partners V is M/C VP V, LLC, a Massachusetts limited liability company. The same four individual U.S. citizens that are members of M/C Venture Partners, LLC are also the members of M/C VP V, LLC.

M/C Partners IV holds approximately a 22.27% voting ownership interest in Cavalier Telephone Corporation ("CTC") and M/C Partners V holds approximately a 29.99% voting ownership interest in CTC. In turn, CTC, a Delaware corporation, owns 100% of Cavtel Holdings, LLC ("Cavtel"), a Delaware limited liability company that owns (directly or indirectly) 100% of:

- Cavalier Telephone, LLC - a Virginia limited liability company authorized to provide telecommunications services in Virginia;
- Cavalier Telephone Mid-Atlantic, LLC - a Delaware limited liability company authorized to provide telecommunications services in Delaware, the District of Columbia, Maryland, New Jersey and Pennsylvania;
- Elantic Telecom, Inc. - a Virginia corporation authorized to provide telecommunications services in Connecticut, Florida, Georgia, Indiana, Massachusetts, Maryland, Michigan, North Carolina, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia;
- Cavalier Networks, LLC - a Delaware limited liability company authorized to provide telecommunications services in Pennsylvania and Ohio;
- Talk America, Inc. - a Pennsylvania corporation, authorized to provide local and long distance services virtually throughout the United States;
- LDMI Telecommunications, Inc. - a Michigan corporation authorized to provide local and long distance telecommunications services in Illinois, Michigan and Ohio and long distance services virtually nationwide;

- Network Telephone Corporation - a Florida corporation that provides facilities-based local and long distance services to small and medium-sized businesses in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee; and
- The Other Phone Company - a Florida corporation, provides local and long distance services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

M/C Partners IV is not affiliated with any carriers other than through CTC.

M/C Partners V, in addition to its above-described ownership interests, has 10% or greater, direct or indirect, interest in the following telecommunications services providers:

- Nuvox, Inc. (approximately 27% direct interest)- a Delaware corporation, providing telecommunications services in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Tennessee and Virginia;
- Florida Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, providing telecommunications services in Florida;
- Southern Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, authorized to provide telecommunications services in Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, south Carolina, and Tennessee;
- Cleveland Unlimited, LLC (approximately 42% direct interest) - a Delaware limited liability company and its operating subsidiaries comprising a non-dominant wireless local and long distance telecommunications service situated in Cleveland, Ohio;
- TX-11 Acquisition, LLC (approximately 40% direct interest) - a Delaware limited liability company (d/b/a Cellular One of East Texas) and its operating subsidiaries that comprise a non-dominant wireless carrier based in Lufkin, Texas;
- PRWireless, Inc. (approximately 19% indirect interest) - a Delaware corporation that owns and operates a non-dominant wireless carrier based in Puerto Rico. As stated in the Application, M/C Partners VI holds a 19% interest in PRWireless, LLC.

(iv) Through Columbia Capital IV, the Company is currently affiliated with (1) PRWireless, LLC, a fixed wireless provider; (2) New Global Telecom, Inc., wholesaler of managed VoIP services to communications services providers; (3) Triad AWS, LLC, a spectrum holding entity; (4) Horizon Wi-Com, LLC, a spectrum holding entity; (5) Baja Broadband Holding Company LLC - a cable provider and wireless license holder; (6) Progeny LMS Holdings, LLC - a spectrum holding entity; (7) TVCC One Six Holdings, LLC - a spectrum holding entity; and (8) Telecom Transport Management and its subsidiaries, TTM Operating Corporation, Inc. and TTM Virginia, Inc. - provider of backhaul services to wireless operators.

(v) To the Company's knowledge, the Company is not affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Licensee does not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

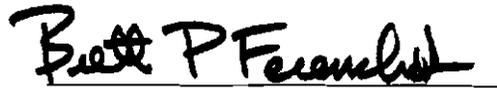
(a)(12) Applicants submit that the transaction described herein will serve the public interest. Under new ownership, Licensee will continue to provide high-quality telecommunications services to consumers, while gaining access to the additional resources and operational expertise of the Company. The transfer of control will therefore give Licensee the ability to become a stronger competitor, to the ultimate benefit of consumers. Licensee's network complements Zayo Bandwidth's existing metro and regional networks and the acquisition will increase Zayo Bandwidth's existing fiber footprint in New Jersey, New York and California, giving the combined companies greater market depth and breadth as a result of the transaction. As a result, the transaction will strengthen Zayo's ability to compete with other, much larger, fiber providers in the region to the benefit of consumers and the telecommunications marketplace.

The transfer of control of Licensee will not result in a change of carrier for customers or any assignment of existing Commission authorizations. Further, the rates, terms and conditions of services currently provided by Licensee to its customers will not change as a result of the transaction. Following consummation of the proposed transaction and after appropriate notices to customers and any required regulatory filings, the name of Licensee (or its doing business 'DBA' name) may change to reflect the "Zayo Bandwidth" brand. Otherwise, the transaction will be seamless and transparent to customers and Licensee will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Future changes in those rates, terms and conditions, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of Local Fiber, LLC to Zayo Group, LLC.

Respectfully submitted,



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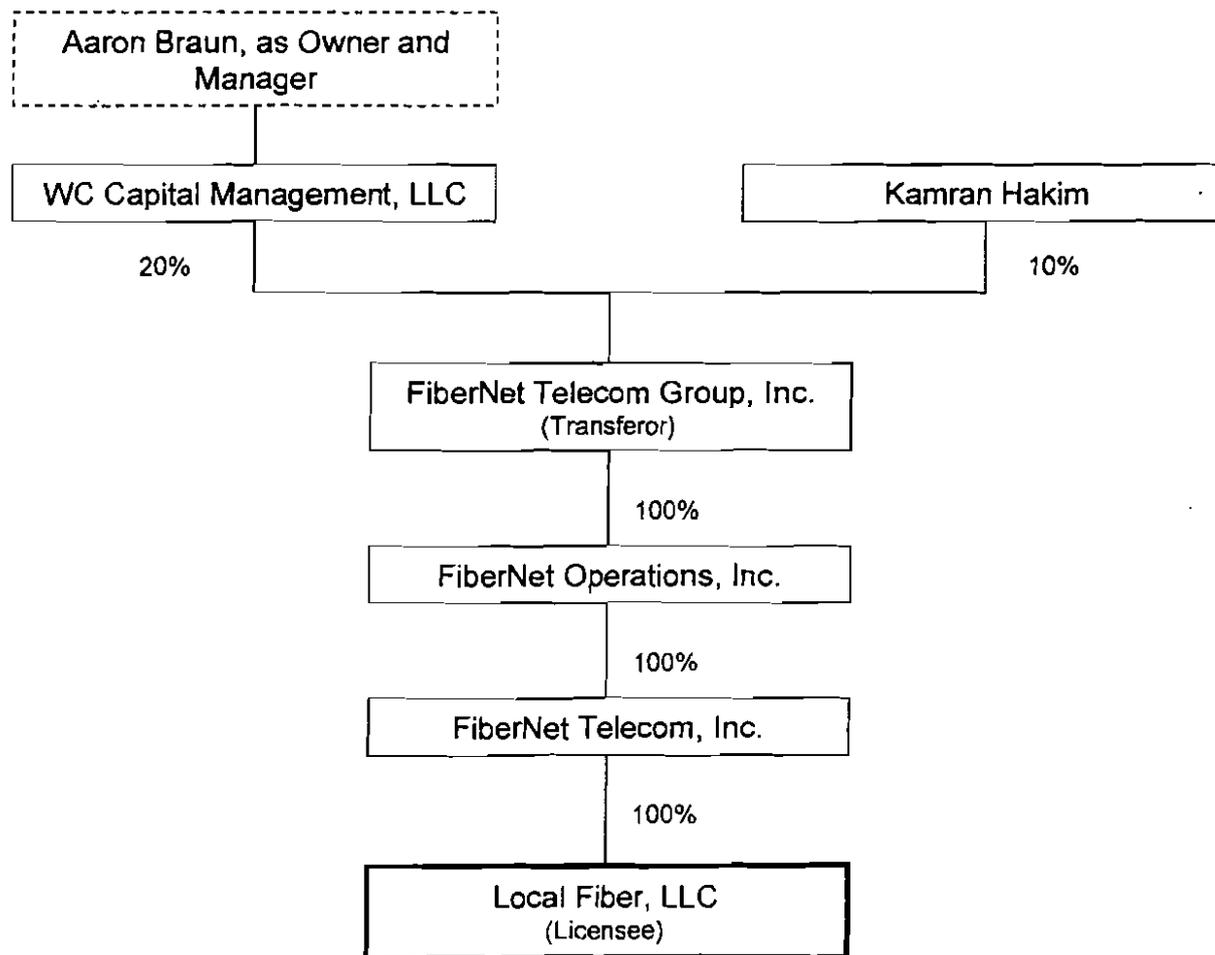
Counsel for FiberNet Telecom Group, Inc. and
Local Fiber, LLC

Dated: June 5, 2009

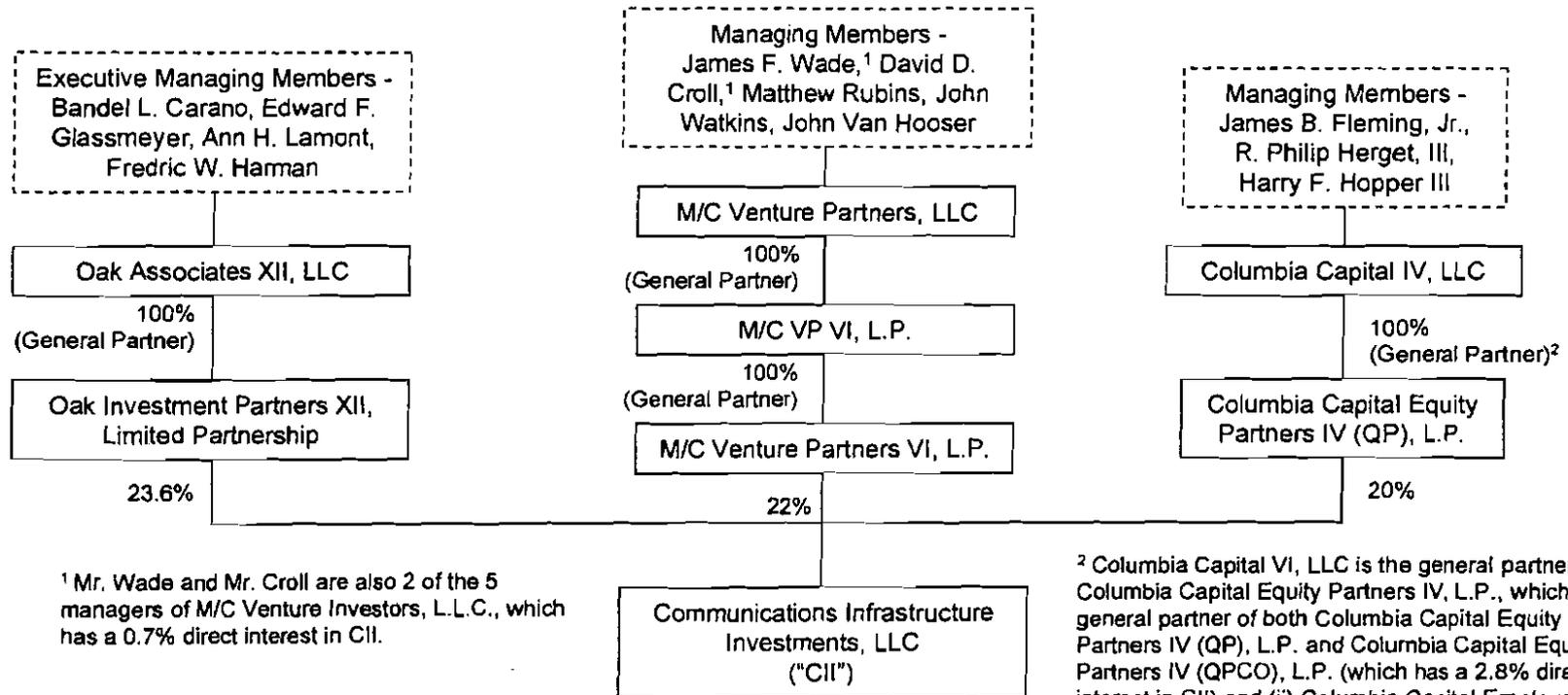
EXHIBIT A

Pre- and Post-Transaction Corporate Structure Charts

Pre-Transaction Corporate Structure of Licensee



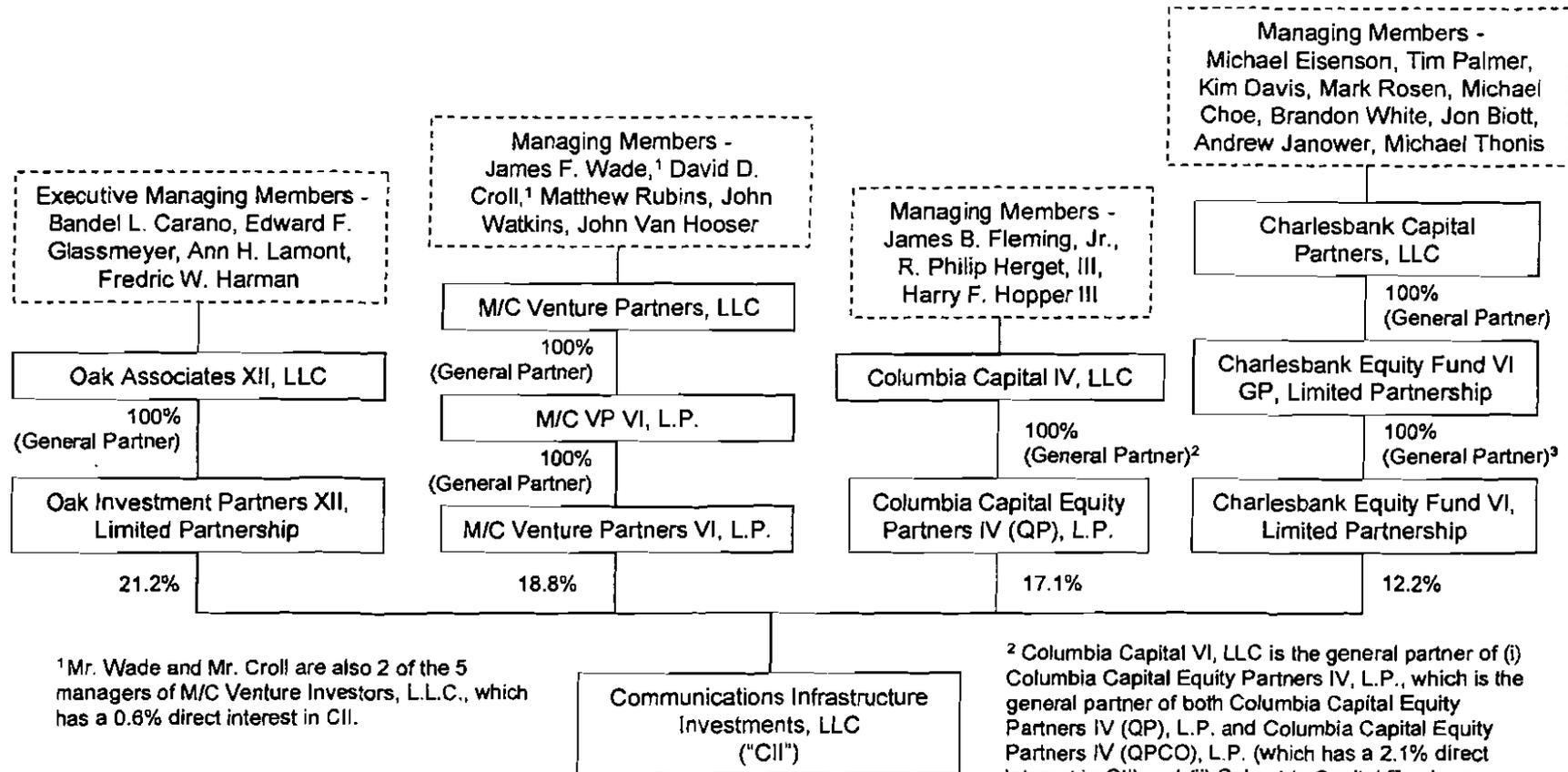
Pre-Transaction Corporate Structure of CII



¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.7% direct interest in CII.

² Columbia Capital VI, LLC is 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. and Columbia Capital Equity Partners IV (QPCO), L.P. (which has a 2.8% direct interest in CII) and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.2% direct interest in CII.

Post-Transaction Corporate Structure of CII

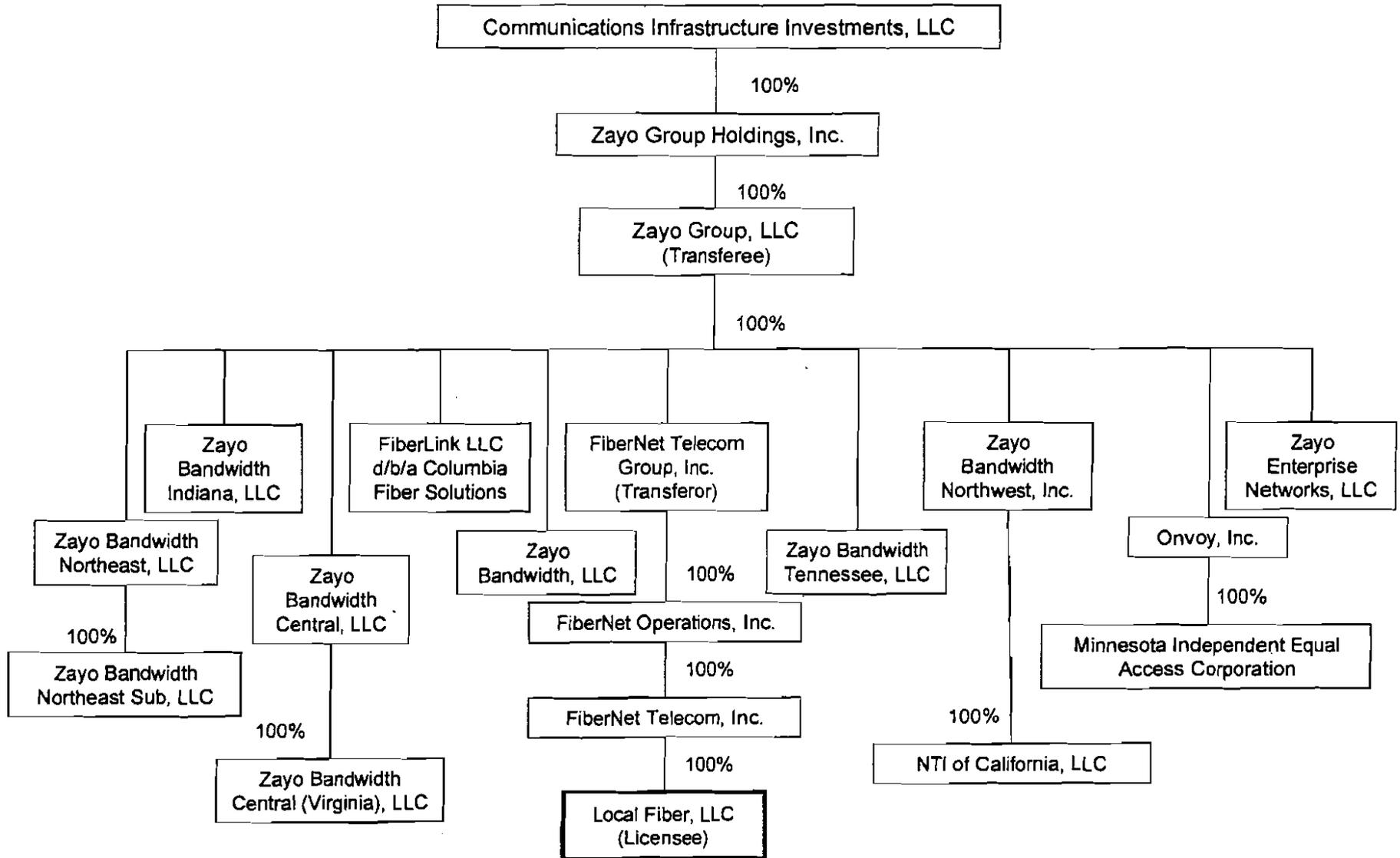


¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.6% direct interest in CII.

² Columbia Capital VI, LLC is 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. and Columbia Capital Equity Partners IV (QPCO), L.P. (which has a 2.1% direct interest in CII) and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.1% direct interest in CII.

³ Charlesbank Equity Fund VI GP, Limited Partnership is the general partner of (i) Charlesbank Equity Fund VI, Limited Partnership and (ii) the following funds that collective have an approximately 2.0% direct interest in CII: CB Offshore Equity Fund VI; Charlesbank Equity Coinvestment Fund VI, LP; and Charlesbank Equity Coinvestment Partners, LP.

Post-Transaction Corporate Structure of Licensee



Verifications

VERIFICATION

I, Michael S. Hubner, state that I am the Senior Vice President & General Counsel of FiberNet Telecom Group, Inc., the ultimate parent company of Local Fiber, LLC (together, "FiberNet"); that I am authorized to make this Verification on behalf of FiberNet; that I have reviewed the foregoing filing; and that the contents with respect to FiberNet 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 1st day of June, 2009.

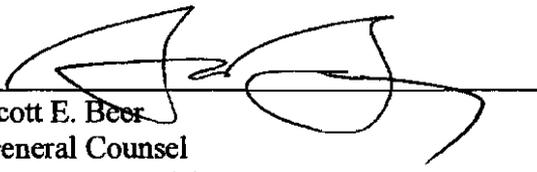


Name: Michael S. Hubner
Title: Senior Vice President & General Counsel
FiberNet Telecom Group, Inc.
Local Fiber, LLC

VERIFICATION

I, Scott E. Beer, state that I am the General Counsel of Zayo Group, LLC; that I am authorized to make this Verification on behalf of Zayo Group, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Zayo Group, LLC 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 day of June, 2009.



Scott E. Beer
General Counsel
Zayo Group, LLC