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June 17, 2009

Via ECFS and IBFS

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

Re: WCB Docket No. 09-97
IB File No. ITC-T/C-20090605-00270
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
SUPPLEMENT

Dear Ms. Dortch:

On behalf of Zayo Group, LLC ("Zayo"), this letter supplements the above-referenced Combined Domestic and International Section 214 Application (the "FiberNet Application") in response to the request of Heather Hendrickson of the Wireline Competition Bureau for information describing the changes that occurred in the entities holding a 10% or greater indirect interest[1] in Zayo during the period between August 25, 2008, when Zayo filed a Domestic Section 214 Application for its acquisition of Fiberlink, LLC d/b/a Columbia Fiber Solutions (the "CFS Application"),[2] and the filing of the FiberNet Application on June 8, 2009 and to supplement the FiberNet Application to disclose whether the Charlesbank entities have a 10% or greater interest in any other telecommunications carriers. In addition, Zayo attaches a revised "Pre-Transaction Corporate Structure Chart of CII" from Exhibit A to the Application and clarifies certain ownership information on page 16 of the Application.

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[1] The "interests" referenced herein represent both equity and voting interests.
[2] *See* WCB Docket No. 08-174.

Changes in 10 Percent or Greater Owners of Zayo

Since the filing of the CFS Application, Zayo's ultimate parent company, Communications Infrastructure Investments, LLC ("CII"), received additional equity investments that did not result in (1) any actual or *pro forma* transfer of control or (2) any new entity acquiring a 10% or greater ownership interest in CII. Those equity investments, however, did result in the dilution of the direct interests of the 10% owners listed in the CFS Application--Oak Investment Partners XII, Limited Partnership ("Oak Investment XII"), M/C Venture Partners VI, L.P. ("MCVP VI"), Columbia Capital Equity Partners IV (QP), L.P. ("Columbia Capital IV") and Battery Ventures VII, L.P. ("Battery VII"). In the case of Battery VII, its interest in CII has been reduced to less than 10 percent. As a result, Battery VII is not listed in the FiberNet Application as a 10 percent or higher owner and the interests of Oak Investment XII, MCVP VI and Columbia Capital IV are less in the FiberNet Application than those interests were in the CFS Application.

Interests in Other Telecommunications Carriers

Zayo clarifies that Charlesbank Equity Fund VI, Limited Partnership, Charlesbank Equity Fund VI GP, Limited Partnership, and Charlesbank Capital Partners, LLC do not have any 10% or greater interests in any other telecommunications carrier.

Pre-Transaction Corporate Structure Chart of CII

A revised "Pre-Transaction Corporate Structure Chart of CII" from Exhibit A to the Application, which updates the ownership percentages in footnote 2, is attached hereto.

Clarification of Ownership on Page 16 of Application

Zayo clarifies that in statement regarding the "% Interest" for Charlesbank Capital Partners, LLC on page 16 of the Application, "Charles Bank VI BP" should have read "Charlesbank VI GP". There are no other corrections to the ownership information.

Please do not hesitate to contact us with any additional questions.

Respectfully submitted,

Brett P Ferenchak

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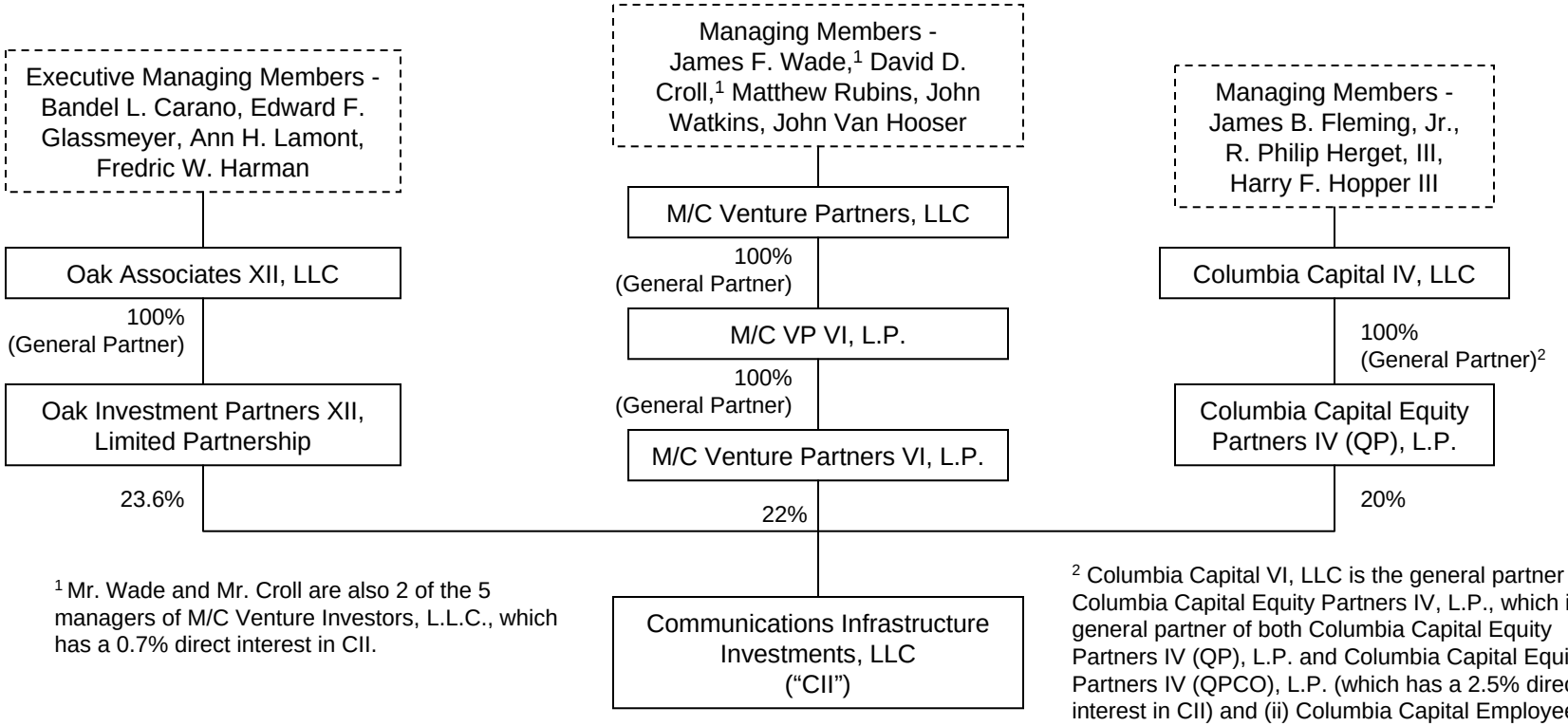
Counsel for Zayo Group, LLC

Attachment

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 2.5% direct interest in CII) and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.15% direct interest in CII.