PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: http://www.fcc.gov
TTY: 1-888-835-5322

FILE COPY ORIGINAL

DA 12-567
Released: April 10, 2012

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF ABOVENET, INC. TO ZAYO GROUP, LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 12-93

Comments Due: April 24, 2012
Reply Comments Due: May 1, 2012

On April 2, 2012, AboveNet, Inc. (ABN-Parent), AboveNet Communications, Inc. (AboveNet), AboveNet International, Inc. (ABN-Int'l) (AboveNet and ABN-Int'l together the Licensees) and Zayo Group, LLC (Zayo) (collectively, Applicants) filed an application pursuant to section 63.03 of the Commission's rules[1] to transfer control of ABN-Parent and its subsidiaries to Zayo.

ABN-Parent, a publicly-held Delaware corporation, wholly-owns AboveNet and ABN-Int'l, both Delaware corporations. ABN-Parent and its subsidiaries provide dedicated end-to-end fiber optic infrastructure and high-bandwidth Internet connectivity. Their optical network enables their corporate, carrier and government customers to implement data, vide, Internet and multimedia applications. AboveNet provides telecommunications services in Arizona, California, Colorado, Connecticut Delaware, the District of Columbia, Florida, Illinois, Maryland, Massachusetts, Michigan, Minnesota, Nevada, New Jersey, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, Texas, Utah (AboveNet of Utah L.L.C.), Virginia (AboveNet of VA, L.L.C.), Washington and West Virginia, where it is authorized to provide local exchange/or interexchange telecommunications services. AboveNet is also authorized to provide local exchange and/or interexchange telecommunications services, but does not currently provide such intrastate or interstate telecommunications services in the following states: Georgia, Indiana, Kansas, Louisiana, Missouri, New Mexico, Ohio, Oklahoma, and South Carolina.

Zayo, a Delaware limited liability company, and its subsidiaries provide bandwidth infrastructure and network neutral collocation and interconnection services over dense regional and metropolitan fiber networks primarily used by wireless service providers, national and regional carriers and other communications service providers, media and content companies, and certain bandwidth-intensive

[1] 47 C.F.R § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international services. Zayo is a party to another domestic 214 applications pending before the Commission. *See Domestic Section 214 Filed for the Transfer of Control of AriaLink Telecom, LLC to Zayo Group, LLC*, Public Notice, DA 12-500 (rel. Mar. 29, 2012). Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed supplements to their original application on April 6 and 10, 2012.

enterprises. Zayo's fiber networks span over 45,500 route miles, serve 70 metro markets in the District of Columbia and 42 states and connect to over 5,100 buildings, including approximately 2,250 cellular towers.[2] Zayo is a wholly-owned subsidiary of Zayo Group Holdings, Inc. (Zayo Holdings), a Delaware corporation, which in turn is a wholly-owned subsidiary of Communications Infrastructure Investments, LLC (CII). After consummation of the proposed transaction, the following entities will hold a ten percent or greater direct interest in CII: Oak Investment Partners XII, Limited Partnership (Oak Investment, 16.85 percent);[3] M/C Venture Partners VI, L.P. (M/C Venture, 14.80 percent)[4], Columbia Capital Equity Partners IV (QP), L.P. (Columbia, 13.50 percent);[5] Charlesbank Equity Fund VI, Limited Partnership (Charlesbank, 12.54 percent);[6] and GTCR Fund X/A LP.[7]

---

[2] The following Zayo subsidiaries also hold Section 214 authority: 360networks holdings (USA) inc., 360networks (USA) inc. (360networks), and American Fiber Systems, Inc. (AFS). Zayo, 360networks and AFS provide dark fiber and/or telecommunications services in Alabama, Arizona, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Zayo, 360networks and/or AFS hold authorizations, but do not currently provide local exchange and/or interexchange telecommunications services in the following states: New Hampshire, Oklahoma, Rhode Island, South Carolina and Vermont. AFS owns a controlling interest in USCarrier Telecom, LLC, which holds blanket domestic and international section 214 authorizations to provide global or limited global resold services, and offers data, internet access and voice services to telecommunications carriers in Alabama, Florida, Georgia, South Carolina and Tennessee. Zayo Group is affiliated with Onvoy, Inc. (Onvoy), Minnesota Independent Equal Access Corporation (MIEAC), and Zayo Enterprise Networks, LLC (ZEN), which also provide telecommunications services. Onvoy provides competitive local exchange services in California, Colorado, Indiana, Michigan, Minnesota, North Dakota, Ohio and Wisconsin and interexchange services in Indiana, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin. Onvoy is also authorized to provide local exchange or interexchange services in Montana, Nebraska, Nevada, North Dakota, Oregon, Texas, Utah and Washington, and is seeking such authority in Arizona, Iowa, New Mexico, New York, South Dakota, Texas and Wyoming. MIEAC provides centralized equal access services in Minnesota and North Dakota. ZEN provides telecommunications services in Colorado, Idaho, Indiana, Michigan, Minnesota, Ohio, Tennessee and Washington.

[3] The general partner of Oak Investment is Oak Associates XII, LLC. The following U.S. citizens are the Executive Managing Members of Oak Associates XII, LLC : Bandel L. Carano, Edward F. Glassmeyer, Ann H. Lamont and Fredric W. Harman.

[4] The general partner of M/C Venture is M/C VP VI, L.P. The general partner of M/C VP VI, L.P. is M/C Venture Partners, LLC. The following U.S. citizens are the Managing Members of M/C Venture Partners, LLC: James F. Wade, David D. Croll, Matthew J. Rubins, John W. Watkins and John Van Hooser. Through M/C Venture, Zayo Group is affiliated with Airband Communications, Inc., a fixed wireless provider; Baja Broadband Operating Company, LLC, a cable provider and wireless license holder; CNG Communications, Inc., a fixed wireless broadband provider; CSDVRS, LLC, a video relay services provider; Data Net Communication Group, Inc., KeySpan Communications Corp., Light Tower Holdings LLC and Veroxity Technology Partners, fiber providers; PRWireless, Inc., a non-dominant fixed wireless provider based in Puerto Rico; Sparkplug Central, Inc., Sparkplug Inc., Sparkplug Las Vegas, Inc. and Sparkplug Southwest, LLC, fixed wireless broadband providers; and Triad 700, LLC, a 700 MHz provider. Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a 0.51 percent direct interest in CII. Certain of the Managing Members of M/C Venture Partners, LLC are affiliated with Cleveland Unlimited, LLC, a non-dominant wireless local and long distance telecommunications service in Cleveland, Ohio, and TX-11 Acquisition, LLC, a non-dominant wireless carrier based in Lufkin, Texas.

[5] The general partner of Columbia is Columbia Capital IV, LLC, will hold a 15.26 percent aggregate indirect interest in CII as general partner of Columbia, Columbia Capital Equity Partners IV, L.P. and Columbia Capital Employee Investors IV, L.P. The following U.S. citizens are the Managing Members of Columbia Capital IV, LLC: James B. Fleming, Jr., R. Philip Herget, III and Harry F. Hopper III. Through Columbia, Zayo Group is affiliated with Triad AWS, LLC, a spectrum holding entity; Horizon Wi-Com, LLC, a spectrum holding entity; Baja Broadband Holding Company LLC, a cable company and wireless license holder; Progeny LMS Holdings, LLC, a spectrum holding

Pursuant to the Agreement and Plan of Merger, by and among Zayo, Voila Sub, Inc. (a wholly-owned direct subsidiary of Zayo created for purposes of the merger) (Merger Sub) and ABN-Parent, Zayo will acquire all of the outstanding equity interests in ABN-Parent (the AboveNet Merger) for cash.[8] Specifically, Merger Sub will merge with and into ABN-Parent, whereupon the separate existence of Merger Sub will cease and ABN-parent will be the surviving corporation. As a result, ABN-Parent will become a wholly-owned direct subsidiary of Zayo. AboveNet will remain a direct subsidiary of ABN-Parent and ABN-Int'l will remain a direct subsidiary of AboveNet; therefore, Licensees will become indirect subsidiaries Zayo. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.[9]

Domestic Section 214 Application Filed for the Transfer of Control of AboveNet, Inc. to Zayo Group, LLC, WC Docket No. 12-93 (filed Apr. 2, 2012).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before April 24, 2012,** and reply comments **on or before May 1, 2012.** Unless otherwise notified by the Commission, the Applicants may transfer control

---

entity; TVCC One Six Holdings, LLC, a spectrum holding entity; and Telecom Transport Management, TTM Operating Corporation, Inc. and TTM Virginia, Inc., providers of backhaul services to wireless operators.

[6] The general partner of Charlesbank is Charlesbank Equity Fund VI GP, Limited Partnership, will hold a 14.61 percent aggregate indirect interest in CII as general partner of Charlesbank VI, CB Offshore Equity Fund VI, Charlesbank Equity Coinvestment Fund VI, LP and Charlesbank Equity Coinvestment Partners, LP. The general partner of Charlesbank Equity Fund VI GP, Limited Partnership is Charlesbank Capital Partners, LLC (14.61 percent). The following U.S. citizens are the Managing Members and owners of Charlesbank Capital Partners, LLC: Michael Eisenson, Tim Palmer, Kim Davis, Mark Rosen, Michael Choe, Brandon White, Jon Biotti, Andrew Janower and Michael Thonis.

[7] In order to fund a portion of the consideration payable in the AboveNet Merger, CII has entered into a Class C Securities Purchase Agreement with several purchasers named therein, dated as of March 18. 2012. Under the Class C Securities Purchase Agreement, which is expected to close immediately prior to the AboveNet Merger, funds affiliated with GTCR LLC (GTCR) and Charles bank Capital Partners will acquire ownership interests in CII (the Equity Financing and together with the AboveNet Merger, the Transactions). Specifically, the funds affiliated with GTCR will acquire an approximately 17 percent interest in CII. As a result, these funds affiliated with GTCR collectively will acquire approximately 17 percent indirect ownership of Zayo and, upon completion of the AboveNet Merger, AboveNet and ABN-Int'l. The Equity Financing, however, will not dilute the ownership of the existing owners of CII below ten percent each. GTCR Fund X/A LP will directly hold a 13.21 percent interest in CII. GTCR Partners X/A&C LP will hold a 16.99 percent interest in CII as the general partner of GTCR Fund X/A LP and GTCR Fund X/C LP (3.78 percent direct interest in CII). GTCR Investment X LLC will hold a 17.11 percent interest in CII as the general partner of GTCR Partners X/A&C and GTCR Co-Invest X LP. The following individuals are members of the board of managers of GTCR Investment X LLC, are all U.S. citizens: Mark M. Anderson, Craig A Bondy, Philip A. Canfield, David A Donnini, David S. Katz, Constantine S. Mihas, Collin E. Roche, Sean L. Cunningham and Aaron D. Cohen.

[8] *See id.*

[9] 47 C.F.R. § 63.03(b)(2)(i).

on the 31st day after the date of this notice.[10] Comments should be filed using the Commission's Electronic Comment Filing System (ECFS). *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: http://fjallfoss.fcc.gov/ecfs2/.

In addition, e-mail one copy of each pleading to each of the following:

1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: (202) 488-5300; fax: (202) 488-5563;

2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;

3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;

4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and

5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

For further information, please contact Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

- FCC -

[10] Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.