

BINGHAM

DATE - STAMP & RETURN

Jean L. Kiddoo
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US BANKFOC AUG 16 2012

August 15, 2012

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 USCarrier Telecom Holdings, LLC, Transferor, and USCarrier Telecom, LLC, Licensee, and American Fiber Systems, Inc., 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 Indirect Control of Licensee to American Fiber Systems, Inc.

Dear Ms. Dortch:

On behalf of USCarrier Telecom Holdings, LLC, USCarrier Telecom, LLC, ("USC") and American Fiber Systems, Inc. ("AFS") (collectively, "Applicants"), enclosed please find an original and six (6) copies of an application for approval of the transfer of control of USC to AFS.

Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 transfer application and international section 214 transfer applications ("Combined Application"). Applicants are simultaneously submitting for filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,050.00, 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.

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,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for AFS

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FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

(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) American Fiber Systems, Inc. c/o Zayo Group, LLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 c/o Bingham McCutchen LLP - Brett Ferenchak			
(5) STREET ADDRESS LINE NO. 2 2020 K Street, N.W.			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 373-6697		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0006-6512-02		(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 American Fiber Systems, Inc. c/o Zayo Group, LLC			
(14) STREET ADDRESS LINE NO. 1 400 Centennial Parkway			
(15) STREET ADDRESS LINE NO. 2			
(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) 0006-6512-02		(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 CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	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>8/15/2012</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX <input checked="" type="checkbox"/> DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE <u>06/2013</u> I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE <u>Tim Yeates / APD</u> DATE <u>8/15/2012</u>			

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No 2 of 3		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME USCarrier Telecom, LLC		
(14) STREET ADDRESS LINE NO 1 3101 Towercreek Parkway		
(15) STREET ADDRESS LINE NO. 2 Suite 450		
(16) CITY Atlanta	(17) STATE GA	(18) ZIP CODE 30339
(19) DAYTIME TELEPHONE NUMBER (include area code) (678) 872-2200		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0006-8824-94		(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	(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) FORM 159-C Page No 3 of 3		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB- ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME USCarrier Telecom Holdings, LLC		
(14) STREET ADDRESS LINE NO 1 3101 Towercreek Parkway		
(15) STREET ADDRESS LINE NO 2 Suite 450		
(16) CITY Atlanta	(17) STATE GA	(18) ZIP CODE 30339
(19) DAYTIME TELEPHONE NUMBER (include area code) (678) 872-2200	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0016-3087-02	(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	(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)	
)	
USCarrier Telecom Holdings, LLC,)	
Transferor,)	
)	IB File No. ITC-T/C-2012_____
and)	
)	WC Docket No. 12-_____
USCarrier Telecom, LLC,)	
Licensee,)	
and)	
)	
American Fiber Systems, Inc.)	
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 Indirect Control)	
of Licensee to American Fiber Systems, Inc.)	
)	

JOINT APPLICATION

USCarrier Telecom Holdings, LLC (“USC Holdings” or “Transferor”), USCarrier Telecom, LLC, (“USC” or “Licensee”) and American Fiber Systems, Inc. (“AFS” or “Transferee”) (collectively, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 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 for a transaction whereby AFS will acquire indirect control of Licensee.

Although the proposed transaction will result in a change in the ultimate ownership and control of Licensee, no assignment of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. Licensee will continue to provide service to

its existing customers 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.

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

II. DESCRIPTION OF THE APPLICANTS

A. USCarrier Telecom Holdings, LLC and USCarrier Telecom, LLC.

USC is a Georgia limited liability company with principal business offices at 3101 Towercreek Parkway, Suite 450, Atlanta, Georgia 30339. USC is a majority owned subsidiary of USC Holdings.¹ USC Holdings' membership consists of seventeen independent local exchange companies or affiliates of local exchange companies (collectively, the "Sellers") and AFS, a wholly owned subsidiary of Zayo Group, LLC ("Zayo"). Specifically, prior to the transaction, Sellers and AFS respectively own approximately 45% and approximately 55% of the membership units of USC Holdings, respectively.² While AFS owns approximately 55% of the membership units of USC Holdings, AFS does not have actual control of USC Holdings (nor indirect control of USC) because of governance and voting agreements contained within the governing documents of USC Holdings.³ USC is the only subsidiary of USC Holdings and it has no subsidiaries. USC is authorized to provide telecommunications services in Alabama, Florida, Georgia, South Carolina and Tennessee. USC is also authorized to provide interstate and

¹ Two independent local exchange company members own small, minority interests directly in USC equaling, in the aggregate, approximately two percent (2%) of the ownership of USC. USC Holdings intends to purchase all of the ownership interests (approximately 1%) of one of such members prior to completion of the transaction.

² None of the Sellers individually hold more than 10% of the membership interests in USC Holdings or USC.

³ The Commission approved AFS's ownership interests directly in USC Holdings and indirectly in USC in WC Docket No. 08-1 and IB File No. ITC-T/C-20080111-00011. As a result of the proposed transaction described herein, AFS will gain actual control of USC Holdings and USC.

international telecommunications services pursuant to the Commission's blanket domestic Section 214 authorization and IB File No. ITC-214-19980224-00140, respectively.

B. American Fiber Systems, Inc.

AFS is a Delaware corporation with principal offices at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. AFS is a wholly owned direct subsidiary of American Fiber Systems Holding Corp. ("AFS Holdings"), a Delaware corporation, which is a wholly owned direct subsidiary of Zayo. Zayo is a Delaware limited liability company and a wholly owned subsidiary of Zayo Group Holdings, Inc. ("Zayo Holdings"), a Delaware corporation, which, in turn, is a wholly owned direct subsidiary of Communications Infrastructure Investments, LLC ("CII"), a Delaware limited liability company. CII has no majority owner.

Zayo (itself and through its subsidiaries, including AFS) is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over dense regional and metropolitan fiber networks, enabling its customers to manage, operate, and scale their telecommunications and data networks. Zayo's services are primarily used by wireless service providers, national and regional carriers and other communications service providers, media and content companies, and certain bandwidth-intensive enterprises. Zayo's fiber network spans over 61,000 route miles with 4.6 million miles of fiber, and serves approximately 9,000 buildings including major data centers, telecommunications hubs, enterprise buildings and cellular towers. Zayo (and its subsidiaries) operates in 44 states and in the District of Columbia in the U.S. and in 7 countries in North America and Europe. Its network allows Zayo to provide bandwidth infrastructure services to customers over redundant fiber facilities between key customer locations.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Unit Purchase Agreement, dated as of August 3, 2012, by and among AFS, USC Holdings, USC, and Sellers (the "Agreement"), AFS will acquire all of the outstanding membership units in USC Holdings held by Sellers (the "Transaction"). As a result, USC Holdings will become a wholly-owned direct subsidiary of AFS and USC will become an indirectly owned subsidiary of AFS (and Zayo). Diagrams depicting the pre- and post-Transaction corporate organization structures are appended hereto as Exhibit A.

The current customers of Licensee will remain customers of Licensee immediately following the Transaction. Accordingly, the Transaction will be seamless to customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing. The only immediate change resulting from the Transaction will be that Licensee will be indirectly owned by AFS and, therefore, Zayo.

AFS, through Zayo, is managerially, technically, and financially well-qualified to complete the Transaction. As noted above, Zayo and its subsidiaries are currently authorized to provide telecommunications services and/or dark fiber in the District of Columbia and in 47 states. For additional detail on the financial and managerial qualifications of Zayo, please see www.zayo.com. Licensee will therefore continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services to consumers supported by experienced Zayo management. Licensee will also be supported by the financial resources of Zayo.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) 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

USCarrier Telecom Holdings, LLC **FRN: 0016308702**
3101 Towercreek Parkway, Suite 450
Atlanta, Georgia 30339
678-872-2200

Licensee:

USCarrier Telecom, LLC **FRN: 0006882294**
3101 Towercreek Parkway, Suite 450
Atlanta, Georgia 30339
678-872-2200

Transferee:

American Fiber Systems, Inc. **FRN: 0006651202**
c/o Zayo Group, LLC
400 Centennial Parkway, Suite 200
Louisville, CO 80027
303-381-4664

(b) Jurisdiction of Organizations:

Transferor: USC Holdings is a Georgia limited liability company.

Licensee: USC is a Georgia limited liability company.

Transferee: AFS is a Delaware corporation.

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

sent to:

For AFS:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

with copies to:

Jill Sandford
Associate General Counsel
Zayo Group, LLC
360 Hamilton Road, 7th floor
White Plains, New York
914-421-7585 (tel)
914-421-6793 (fax)
jill.sandford@zayo.com

For USC Holdings and USC:

Charles A. Hudak, Esq.
Jon C. Martin, Esq.
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346
770-399-9500 (tel)
770-395-0000 (fax)
chudak@fh2.com
jmartin@fh2.com

With copies to:

Joaquin Luna
President and Chief Financial Officer
USCarrier Telecom, LLC
3101 Towercreek Parkway, Suite 450
Atlanta, GA 30339
678-892-2200 (tel)
678-892-2201 (fax)
jluna@uscarrier.com

(d) Section 214 Authorizations

Transferor: USC Holdings does not hold domestic or international Section 214 authority.

Licensee: USC holds international Section 214 authority to provide global resale services granted in IB File No. ITC-214-19980224-00140.⁴ USC is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Transferee: AFS holds international Section 214 authority to provide global facilities-based service and global resale service granted in IB File No. ITC-214-20000929-00551. AFS is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

⁴ USC's international Section 214 authority was originally granted under USC's prior name, Georgia Independent Telco Group, L.L.C., in IB File No. ITC-98-170.

AFS's indirect parent company, Zayo, also holds international Section 214 authority to provide global facilities-based and resale services granted in IB File No. ITC-214-20091106-00475. Zayo is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

The following subsidiaries of Zayo also hold Section 214 authority:

360networks holdings (USA) inc. ("360-holdings") holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20010117-00029.⁵ 360-holdings does not hold blanket domestic Section 214 authority.

360networks (USA) inc. ("360networks") is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. 360networks provides international telecommunications services, pursuant to Section 63.21(h), under the international Section 214 authority of its direct parent, 360-holdings.

AboveNet Communications, Inc. ("AboveNet") holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-19990218-00110. AboveNet is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

AboveNet Communications Europe Limited ("ABN-Europe") provides international telecommunications services, pursuant to Section 63.21(h), under the international Section 214 authority of its parent, AboveNet. ABN-Europe does not hold blanket domestic Section 214 authority.

AboveNet International, Inc. ("ABN-Int'l") holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-19990923-00617. ABN-Int'l does not hold blanket domestic Section 214 authority.

Arialink Telecom, LLC ("Arialink") is authorized to provide interstate service by virtue of blanket domestic Section 214

⁵ The international Section 214 authority was originally granted to Dynegy Connect, L.P. and assigned to 360networks Corporation, the parent company of 360-holdings, in IB File No. File No. ITC-ASG-20041217-00510. The authority was then assigned to 360-holdings in IB File No. ITC-ASG-20110923-00304.

authority. 47 C.F.R. § 63.01. Aerialink does not hold international Section 214 authority.

Through Zayo Holdings, AFS and Zayo are also affiliated with the following carriers that hold Section 214 authority:

Onvoy, Inc. ("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. ITC-214-19971205-00766 (old IB File No. ITC-97-769).⁶

Minnesota Independent Equal Access Corporation ("MIEAC") holds Section 214 authority to lease transmission facilities to provide centralized equal access ("CEA") service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

Zayo Enterprise Networks, LLC ("ZEN") is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. ZEN also holds international Section 214 authority to provide global or limited global resale service granted in IB File No. ITC-214-20091016-00444 (Nov. 27, 2009).

(h) *(Answer to Questions 11 & 12)* The following entities will hold, directly or indirectly, a 10% or greater interest⁷ in Applicants upon completion of the Transaction as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

⁶ The international Section 214 authorities 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.

⁷ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Post-Transaction Ownership of Licensee:

The following entities will hold a ten percent (10%) or greater, direct or indirect, interest in **USCarrier Telecom, LLC:**

Name:	USCarrier Telecom Holdings, LLC
Address:	3101 Towercreek Parkway, Suite 450 Atlanta, Georgia 30339
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	99% (directly in USC)
Name:	American Fiber Systems, Inc.
Address:	400 Centennial Parkway, Suite 200 Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	99% (indirectly as 100% direct owner of USC Holdings)
Name:	American Fiber Systems Holding Corp.
Address:	100 Meridian Centre, Suite 300 Rochester, NY 14618
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	99% (indirectly as the 100% direct owner of AFS)
Name:	Zayo Group, LLC
Address:	400 Centennial Parkway, Suite 200 Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	99% (indirectly as 100% direct owner of AFS Holdings)

Current and Post-Transaction Ownership of Zayo:

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

Name:	Zayo Group Holdings, Inc.
Address:	400 Centennial Parkway, Suite 200 Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100% (directly in Zayo)

Name: Communications Infrastructure Investments, LLC
Address: 400 Centennial Parkway, Suite 200
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in Zayo as the 100% owner of Zayo Holdings)

Current and Post-Transaction Ownership of CII:

The following entities and individuals hold a ten percent (10%) or greater, direct or indirect, interest in **Communications Infrastructure Investments, LLC**:

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: 15.06% (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: 15.06% (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 Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls 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: 13.24% (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: 13.24% (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: 13.24% (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 0.42% direct interest in CII.

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls 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: 12.07% (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: 13.65% (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. (1.49% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.09% 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 of other entities that have, in the aggregate, a 0.29% direct interest in CII.

To the Transferee'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 VI")
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 11.22% (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: 13.06% (indirectly in CII as the general partner of the following funds that have direct ownership interests in CII (i) Charlesbank VI, (ii) CB Offshore Equity Fund VI, (iii) Charlesbank Equity

Coinvestment Fund VI, LP, and (iv) Charlesbank
Equity Coinvestment Partners, LP)

Name: Charlesbank Capital Partners, LLC
Address: 200 Clarendon, 5th Floor
Boston, MA 02116
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 13.06% (indirectly in CII as the general
partner of Charlesbank VI GP)

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

Name: GTCR Fund X/A LP
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S.
Principal Business: Investments
% Interest: 11.08% (directly in CII)

Name: GTCR Partners X/A&C LP
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S.
Principal Business: Investments
% Interest: 14.46% (indirectly in CII as the general partner of
(i) GTCR Fund X/A LP, and (ii) GTCR Fund X/C
LP (3.38% direct interest in CII))

Name: GTCR Investment X LLC
Address: 300 N. LaSalle Street, Suite 5600
Chicago, IL 60654
Citizenship: U.S.
Principal Business: Investments
% Interest: 14.56% (indirectly in CII as the general partner of
(i) GTCR Partners X/A&C LP, and (ii) GTCR Co-
Invest X LP (0.10% direct interest in CII))

The following individuals are members of the board of managers of GTCR Investment X LLC, are all U.S. citizens, and can be reached through GTCR Investment X LLC:

Mark M. Anderson
Craig A. Bondy
Philip A. Canfield
David A. Donnini
David S. Katz
Constantine S. Mihas
Collin E. Roche
Sean L. Cunningham
Aaron D. Cohen

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through GTCR Fund X/A LP, GTCR Partners X/A&C LP or GTCR Investment X LLC.

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

Except for Zayo and its following subsidiaries and affiliates, which have substantially the same officers and directors as Zayo, AFS does not have any interlocking directorates with a foreign carrier: ABN-Europe, AboveNet Canada Inc. ("ABN-Canada"), AboveNet Communications UK Limited ("ABN-UK"), MFN Japan KK ("ABN-Japan"), 360networks, 360networks Vancouver, Ltd. ("360-Vancouver"), Onvoy and ZEN. Zayo, ABN-Canada, 360networks, 360-Vancouver, Onvoy and ZEN are each a non-dominant foreign carrier in Canada. ABN-Europe is a non-dominant foreign carrier in France, Germany and the Netherlands. ABN-UK is a non-dominant foreign carrier in Germany and the United Kingdom. ABN-Japan is a non-dominant foreign carrier in Japan.

(i) (Answer to Question 14) Transferee certifies that it is not a foreign carrier.

Transferee, however, is currently affiliated within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with the following foreign carriers:

<u>Entity</u>	<u>Country</u>	<u>Type of Authority</u>
Zayo	Canada	Reseller Registration License for Basic International Telecommunications Services ("BITS License")
ABN-Canada	Canada	Reseller Registration
ABN-Europe	France	Telecommunications Services
	Germany	Telecommunications Services
	Netherlands	Public electronic communications service
ABN-UK	Germany	Telecommunications Services
	United Kingdom	Code Powers for electronic communications networks and services
ABN-Japan	Japan	Telecommunications Carrier Registration
360networks	Canada	Reseller Registration
360-Vancouver	Canada	Reseller Registration BITS License
ZEN	Canada	Reseller Registration BITS License
Onvoy	Canada	Reseller Registration

(j) (Answer to Question 15) Transferee certifies that it is not a foreign carrier.

Transferee certifies that, through its acquisition of control of Licensee, Transferee does not seek to provide international telecommunications services to any destination country where 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 is affiliated with 9 foreign carriers as described in (i) above. Upon completion of the Transaction, Transferee and Licensee will be affiliated with multiple foreign carriers, as described in (i) above.

(k) Transferee certifies that Canada, France, Germany, Japan, the Netherlands and the United Kingdom are each a Member of the World Trade Organization (“WTO”). Zayo, ABN-Canada, ABN-Europe, ABN-Japan, 360networks, 360-Vancouver, Onvoy and ZEN are 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, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

(l) Transferee 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 Zayo, ABN-Canada, ABN-Europe, ABN-Japan, 360networks, 360-Vancouver, Onvoy and ZEN have less than 50 percent market share in the international transport and the local access markets on the foreign end of the route, Transferee 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 is affiliated with non-dominant foreign carriers in countries that are Members of the WTO.

(n) Transferee and Licensee certify that they have 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 qualifies for streamlined treatment under Section 63.12(c) because Transferee is not a foreign carrier itself and otherwise qualifies for a presumption of non-dominance under Section 63.10(a)(3) for the reasons detailed in response to paragraphs (k), (l) and (m) above.

V. 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) USC provides competitive local exchange, interexchange, and/or telecommunications services in Alabama, Florida (IXC only), Georgia, South Carolina (IXC only), and Tennessee (private line only).

(ii) Zayo and its subsidiaries, AboveNet, AboveNet of Utah, L.L.C., AboveNet of VA, L.L.C., 360networks, AFS and AriaLink Telecom, LLC, collectively 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, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, Rhode Island, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Zayo, AboveNet, 360networks and/or AFS hold authorizations to provide local exchange and/or interexchange telecommunications services in each of those states as well as the following states where they do not currently provide such telecommunications services: New Hampshire, Oklahoma, South Carolina and Vermont.

Zayo is also in the process of acquiring FiberGate, Inc. ("FiberGate"), which provides dark fiber and/or telecommunications services in the District of Columbia, Maryland and Virginia.⁸

(iii) Transferee is affiliated, through Zayo Holdings, with Onvoy, MIEAC and ZEN which also provide telecommunications services. Onvoy provides or is authorized to provide competitive local exchange and/or interexchange services in California, Colorado, Idaho (wholesale services only), Indiana, Iowa (IXC only), Michigan Minnesota, Montana Nebraska, New York, North Dakota, Ohio, Oregon, South Dakota, Texas, Utah and Wisconsin and is seeking such authority in Arizona and Wyoming. MIEAC provides CEA services in Minnesota and North Dakota. ZEN provides telecommunications services in Colorado, Idaho, Indiana, Michigan, Minnesota, Ohio, Tennessee and Washington. ZEN is authorized to provide intrastate (local exchange, interexchange and/or private line) telecommunications services in each of these states.

⁸ FiberGate does not hold international or domestic Section 214 authority.

(iv) To Transferee's knowledge, Transferee is currently affiliated with the following carriers through MCVP VI and its affiliates:

Through MCVP VI, the Transferee is currently affiliated with: (1) Airband Communications, Inc., a fixed wireless provider; (2) Baja Broadband Operating Company, LLC, a cable provider and wireless license holder; (3) CNG Communications, Inc., a fixed wireless broadband provider, (4) CSDVRS, LLC, a video relay services provider; (5) Data Net Communication Group, Inc., KeySpan Communications Corp., Light Tower Holdings LLC and Verosity Technology Partners, affiliated fiber providers; (6) PRWireless, Inc., a fixed wireless provider; (7) Sparkplug Central, Inc., Sparkplug Inc., Sparkplug Las Vegas, Inc and Sparkplug Southwest, LLC, affiliated fixed wireless broadband providers; and (8) Triad 700, LLC, a 700 MHz 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 this 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 V has 10% or greater, direct or indirect, interest in the following telecommunications services providers: (1) Cleveland Unlimited, LLC, a non-dominant wireless local and long distance telecommunications service provider in Cleveland, Ohio; (2) TX-11 Acquisition, LLC (d/b/a Cellular One of East Texas), a non-dominant wireless carrier based in Lufkin, Texas; and (3) PRWireless, Inc., a fixed wireless provider.

(v) Through Columbia Capital IV, Transferee is currently affiliated with: (1) PRWireless, Inc., 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, providers of backhaul services to wireless operators.

(vi) To Transferee's knowledge, Transferee 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 (as defined in the Act)) will have a market share in the interstate, interexchange market of less than 10 percent, and 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) Other than its section 214 authorizations described in this Application, 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. As part of Zayo, Licensee will continue to provide high-quality telecommunications services to consumers while gaining access to the additional resources and operational expertise of Zayo. Licensee will also benefit by being able to offer services to more multi-location business and enterprise customers across a larger footprint in combination with Zayo. USC's network complements Zayo's network and the acquisition will increase Zayo's existing fiber footprint. Approval of the Transaction also will serve the public interest in promoting competition among telecommunications carriers by providing Licensee with access to greater financial resources and allowing Applicants to combine their operations and thereby become more effective competitors to larger incumbent telecommunications providers. In essence, the Transaction will make Licensee and Zayo (and its subsidiaries, including AFS) stronger competitors and thereby benefit consumers.

The Transaction described herein will not result in a change of carrier for any 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.

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 indirect transfer of control of USCarrier Telecom, LLC to American Fiber Systems, Inc.

Respectfully submitted,



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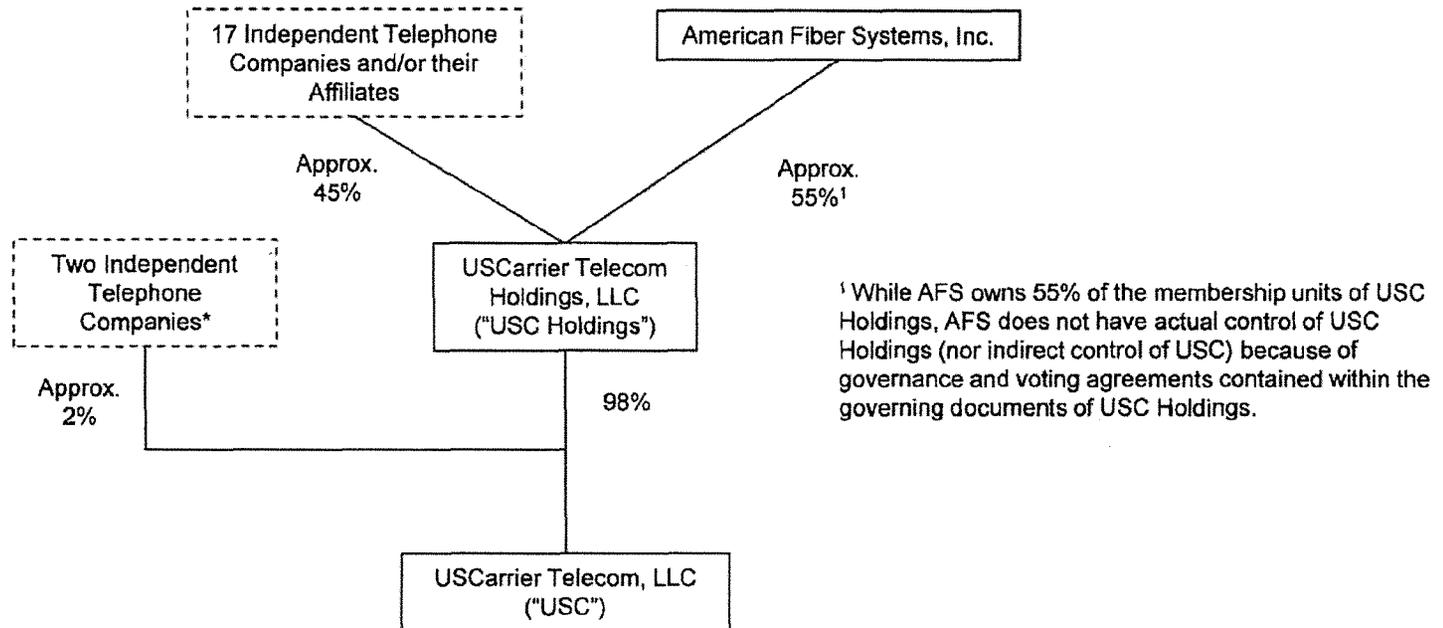
Counsel for USCarrier Telecom Holdings, LLC
and USCarrier Telecom, LLC

Dated: August 15, 2012

EXHIBIT A

Diagrams of the Pre- and Post-Transaction Corporate Organization Structures

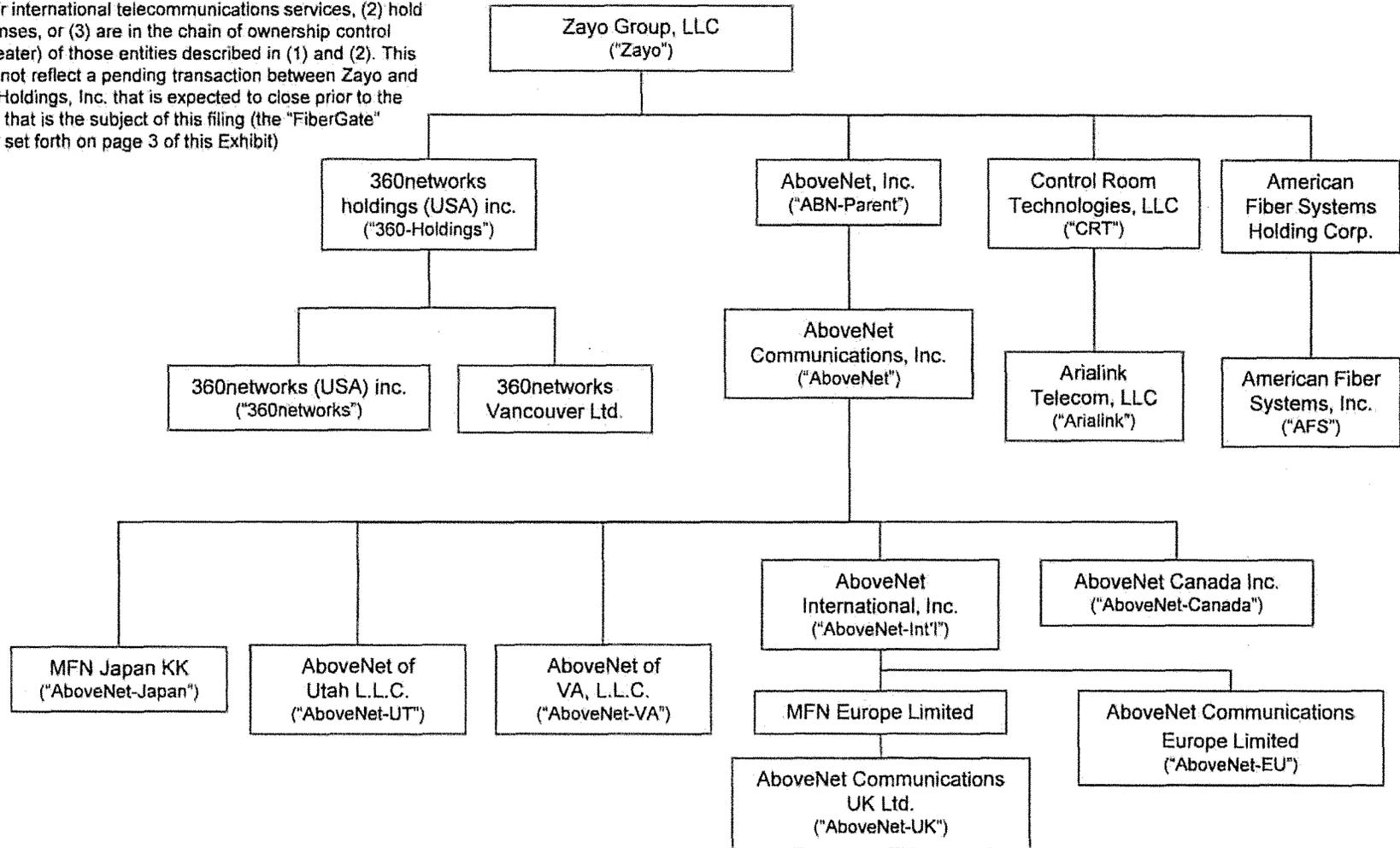
Current Corporate Structure of USCarrier



* Two Independent Telephone Companies own small, minority interests directly in USC equaling, in the aggregate, approximately two percent (2%) of the ownership of USC.

Current Corporate Structure of Zayo*

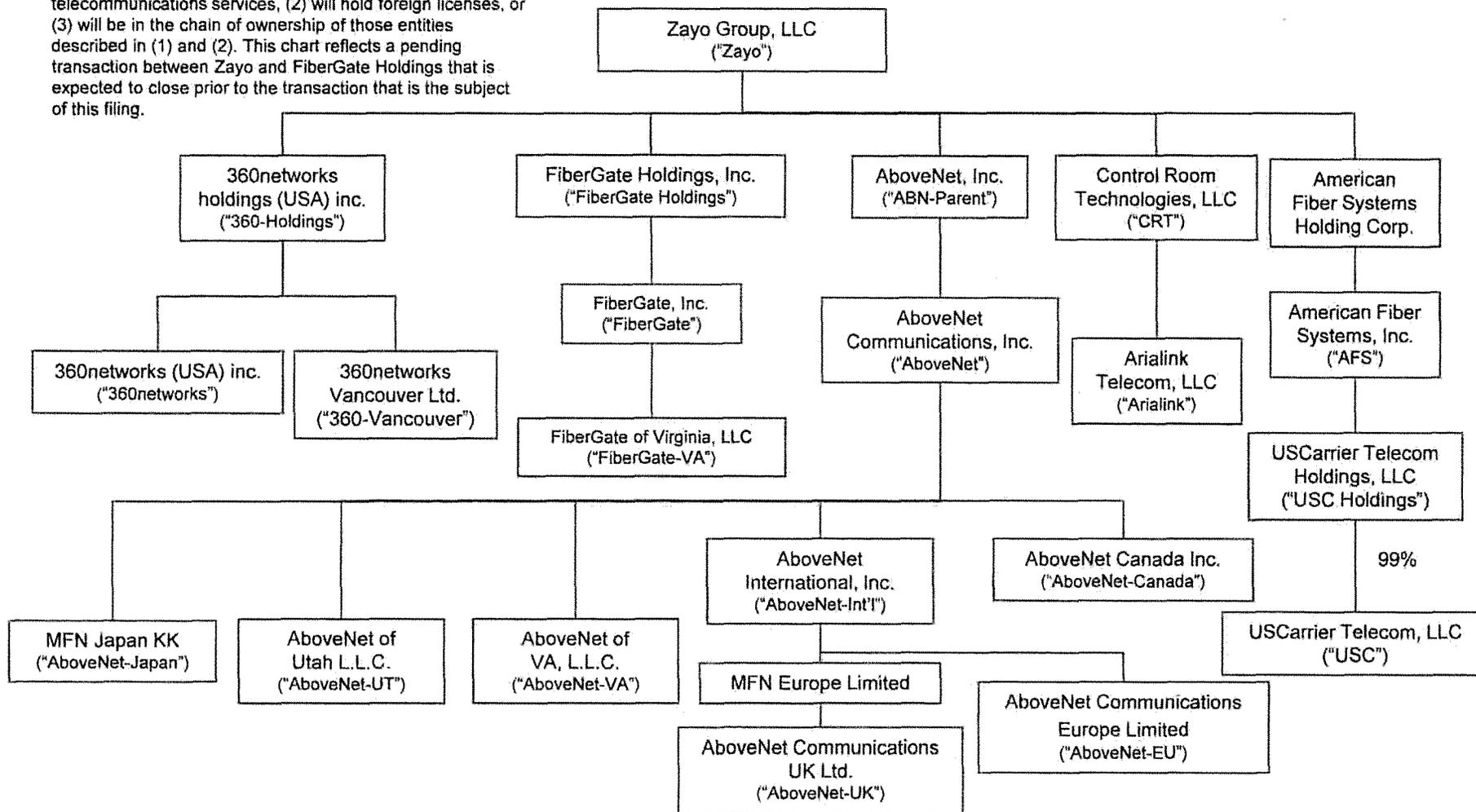
* The entities listed herein only include those subsidiaries of Zayo that currently (1) hold authorization to provide intrastate, interstate or international telecommunications services, (2) hold foreign licenses, or (3) are in the chain of ownership control (10% or greater) of those entities described in (1) and (2). This chart does not reflect a pending transaction between Zayo and FiberGate Holdings, Inc. that is expected to close prior to the transaction that is the subject of this filing (the "FiberGate" entities are set forth on page 3 of this Exhibit)



Unless otherwise indicated all ownership percentages are 100%.

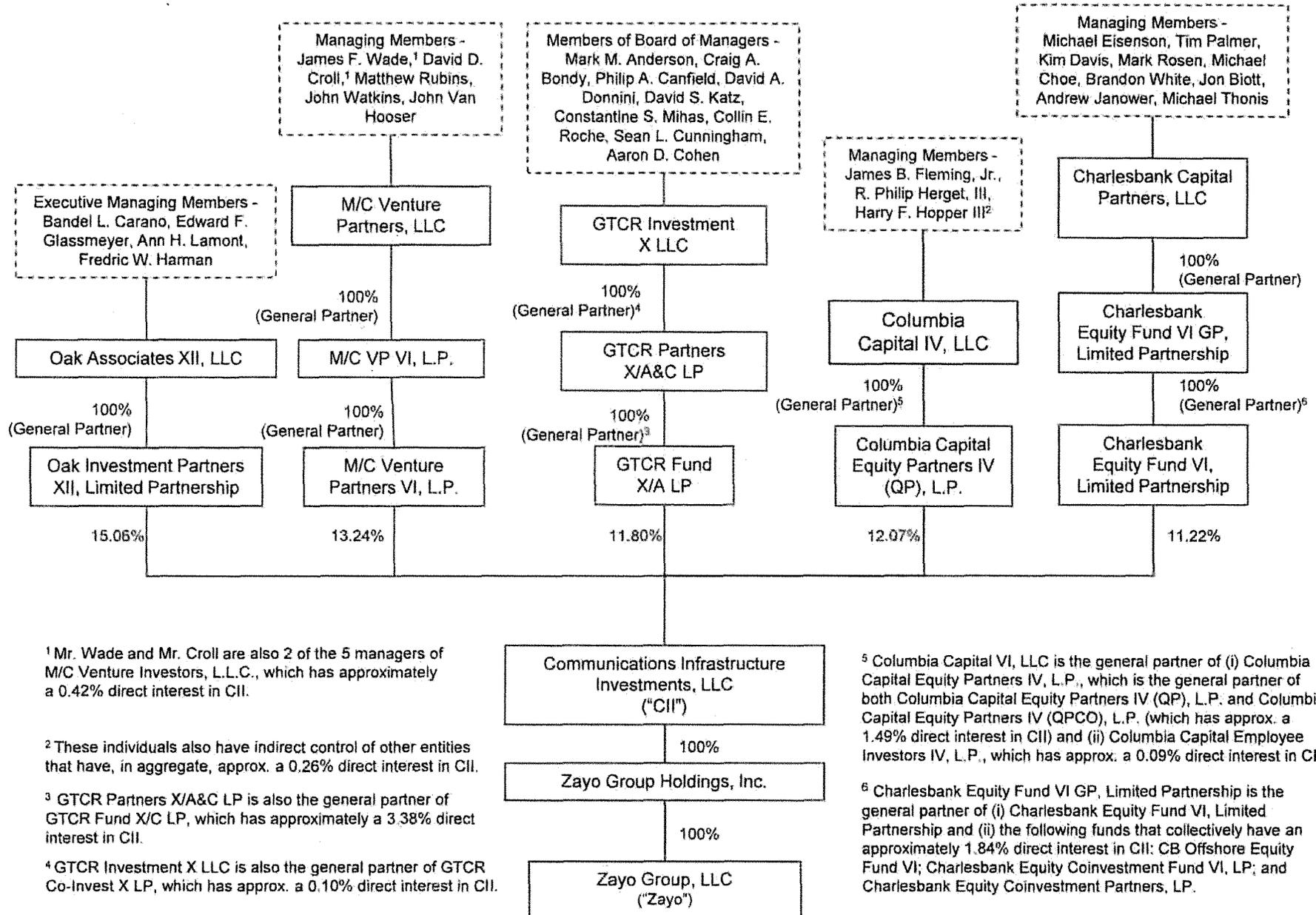
Post-Transaction Corporate Structure of Zayo and USCarrier*

* The entities listed herein only include those subsidiaries of Zayo that post-transaction (1) will hold authorization to provide intrastate, interstate or international telecommunications services, (2) will hold foreign licenses, or (3) will be in the chain of ownership of those entities described in (1) and (2). This chart reflects a pending transaction between Zayo and FiberGate Holdings that is expected to close prior to the transaction that is the subject of this filing.



Unless otherwise indicated all ownership percentages are 100%.

Current and Post-Transaction Ownership of Zayo



¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has approximately a 0.42% direct interest in CII.

² These individuals also have indirect control of other entities that have, in aggregate, approx. a 0.26% direct interest in CII.

³ GTCR Partners X/A&C LP is also the general partner of GTCR Fund X/C LP, which has approximately a 3.38% direct interest in CII.

⁴ GTCR Investment X LLC is also the general partner of GTCR Co-Invest X LP, which has approx. a 0.10% direct interest in CII.

⁵ 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 approx. a 1.49% direct interest in CII) and (ii) Columbia Capital Employee Investors IV, L.P., which has approx. a 0.09% direct interest in CII.

⁶ 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 collectively have an approximately 1.84% direct interest in CII: CB Offshore Equity Fund VI; Charlesbank Equity Coinvestment Fund VI, LP; and Charlesbank Equity Coinvestment Partners, LP.

Verifications

VERIFICATION

I, Joaquin Luna, am President of USCarrier Telecom, LLC ("USC"), and I am authorized to make this Verification on behalf of USC and USCarrier Telecom Holdings, LLC ("USC Holdings"). The foregoing Joint Application was prepared under my direction and supervision and the contents with respect to USC and USC Holdings 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 15 day of August 2012.

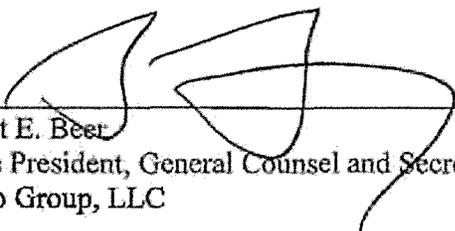


Joaquin Luna
President
USCarrier Telecom, LLC

VERIFICATION

I, Scott E. Beer, am Vice President, General Counsel and Secretary of Zayo Group, LLC ("Zayo"); that I am authorized to make this Verification on behalf of Zayo; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company 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 13 day of August 2012.



Scott E. Beer
Vice President, General Counsel and Secretary
Zayo Group, LLC