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Our file no.: 0000330452

April 9, 2009

Via e-Docket

Elizabeth A. Rolando, Chief Clerk
Illinois Commerce Commission
527 E. Capitol Avenue
Springfield, IL 62701

Re: Docket No. 09-0086: Zayo Bandwidth, LLC Application for a Certificate of Local Exchange and Interexchange Authority to Operate as a Reseller and Facilities Based Carrier of Telecommunications Services Throughout the State of Illinois
AMENDED APPLICATION

Dear Ms. Rolando:

Zayo Bandwidth, LLC (“Zayo”), through undersigned counsel, submits Zayo’s Amended Application. The Amended Application (1) removes the request for waiver of Parts 725.500(o) and 725.620(b) from Zayo’s original response to Question 3 of the Application and (2) revises Zayo’s response to Questions 9 and 10 of Appendix B regarding Zayo’s ability to comply with Parts 725.500(o) and 725.620(b) and whether Zayo would request a waiver of those Parts in the future. No other changes were made to the Amended Application.

Zayo requests that the Commission acknowledge receipt of this filing. If you have any questions regarding this filing, or require additional information, please do not hesitate me at 202-373-6697.

Respectfully submitted,



Brett P. Ferenchak
Counsel for Zayo Bandwidth, LLC

Cc: The Honorable Bonita Benn (IL CC) (via email)
Qin Liu (IL CC) (via email)

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(File this application via e-docket, or if unable to do so, file one original verified application with the Chief Clerk.)

Docket No. _____
ICC Office Use Only

Please provide the appropriate information in the () areas in the heading below.

Zayo Bandwidth, LLC :
: Application for a certificate of
local and interexchange authority :
to operate as a reseller and a facilities :
based carrier of telecommunications :
services within the State of Illinois. :

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**
(Use additional sheets as necessary.)

GENERAL

1. Applicant's Name(including d/b/a, if any) FEIN # 262463571

Zayo Bandwidth, LLC

Address: Street 901 Front Street, Suite 200

City Louisville State/Zip Colorado 80027

2. Authority Requested: (Mark all that apply) 13-403 Facilities Based Interexchange
 13-404 Resale of Local and/or Interexchange
 13-405 Facilities Based Local

3. Request for waivers/variances: In applications for local exchange service authority under Sections 13-404 or 13-405, waivers of Part 710 and of Section 735.180 of Part 735 are generally requested. In applications for interexchange service authority under Sections 13-403 and 13-404, waivers of Part 710 and Part 735 are generally requested. Please indicate which waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance.

- Part 710 Uniform System of Accounts for Telecommunications Carriers
 Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois
 Section 735.180 Directories
 Other

Zayo Bandwidth, LLC ("Zayo") requests authorization to maintain its books and records at its principal place of business pursuant to 83 Ill. Admin. Code Part 250.

YES NO

If YES, describe fully. _____

12. Has Applicant provided service under any other name?

YES NO

If YES, please list. _____

13. Will the Applicant keep its books and records in Illinois? YES NO
If NO, permission pursuant to 83 Ill. Adm Code Part 250 needs to be requested.

See the above response to Question 3.

MANAGERIAL

14. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms.

Please See Exhibit D.

15. List officers of Applicant.

**John Scarano - President & Assistant Secretary
Scott Beer - Vice President, General Counsel & Secretary
Ken deGarenes - Vice President & CFO**

16. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? YES NO
If YES, list entity. _____

These officers are also officers of affiliates of Zayo that currently provide telecommunications services. Zayo is a wholly owned subsidiary of Zayo Group, LLC ("Zayo Group"). Zayo Group 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, Zayo has acquired: (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

¹ The acquisition of Zayo-TN was completed on July 31, 2007. Zayo-TN is a provider of intrastate communications services in Tennessee.

² The acquisition of Zayo-NE and Zayo-NE Sub was completed on August 24, 2007. Zayo-NE and Zayo-NE Sub provide local exchange and/or interexchange services in the District of Columbia, Maryland, New Jersey, New York, Pennsylvania, and Virginia.

³ The acquisition of Zayo-IN was completed on September 28, 2007. Zayo-IN provides telecommunications or dark fiber services in Illinois, Indiana, Kentucky, and Ohio.

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 and (7) FiberLink LLC d/b/a Columbia Fiber Solutions ("CFS").⁷ Zayo-TN, Zayo-NE, Zayo-NE Sub, Zayo-IN, Zayo-Central, Zayo-VA, Zayo-NW, and CFS are part of Zayo Group's "Zayo Bandwidth" fiber-based business unit. Zayo Bandwidth provides solutions to carriers, web-centric companies, public institutions and enterprises. Zayo Bandwidth services primarily include private line, wavelength, Ethernet, Internet and colocation

17. How will Applicant bill for its service(s)? (At a minimum, describe how often the Applicant will bill for service and details of the billing statement.)

Zayo will bill its customers directly through its own internal billing system. Bills are issued to customers on a monthly basis.

18. How does Applicant propose to handle service, billing, and repair complaints? (At a minimum, describe Applicant's internal process for complaint resolution, the complaint escalation process, the timeframe and process by which the customer is notified by Applicant that they may seek assistance from the Commission?)

Customers with billing questions or complaints may reach Zayo at its toll-free number at 1-800-390-6094. Customers can contact representatives of the company during the 24 hours a day, 7 days a week. In the event of a billing dispute, Zayo will perform a review of the disputed billing amount and promptly attempt to reach a settlement to the mutual satisfaction of all parties. Following a full investigation to determine whether or not the charges may have been fraudulent or improper, Zayo may adjust the disputed bill. Applicant's repair service centers are available 24 hours a day, 7 days a week to assist customers with questions or complaints.

19. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? YES NO

20. What telephone number(s) would a customer use to contact your company?

1-800-390-6094

21. Will Applicant abide by all Federal and State slamming and cramming laws pursuant to Section 13-902 of the Public Utilities Act and Section 258 of the 1996 Telecommunications Act?

YES NO

22. Please describe applicant's procedures to prevent slamming and cramming of customers?

⁴ The acquisition of Onvoy was completed on November 7, 2007. 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.

⁵ The acquisition of Zayo-Central and Zayo-VA was completed on February 15, 2008. 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.

⁶ The acquisition of Zayo-NW was completed on May 30, 2008. Zayo-NW provides telecommunications services in Idaho, Washington, and Oregon.

⁷ The acquisition of CFS was completed on September 30, 2008. CFS provides wholesale fiber optic transport services in Idaho and Washington.

Zayo will comply with applicable Illinois law as well as Federal Communications Commission regulations regarding how carriers may change a consumer's Primary Interexchange Carrier ("PIC"). Zayo will follow a "zero-tolerance" slamming/cramming policy that all employees that interface with customers in the sales and ordering processes are required to execute.

23. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 730, 732, 735, 755, 756, 757, 770, and 772?

YES NO (If no, please provide an explanation.)

Applicant will abide by all of the above referenced Illinois Administrative Code Parts except those from which it seeks a waiver in this Application. (Please see response to Question 3 above.)

24. Is Applicant aware that it must file tariffs prior to providing service in Illinois?

YES NO

FINANCIAL

25. Please attach evidence of Applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

Zayo is well-qualified financially to operate and expand its business. Financial information from Zayo's parent company, Zayo Group, LLC, demonstrating Zayo's financial qualifications are provided under seal as Exhibit E. As shown in the attached information, Zayo is financially qualified to operate within the State of Illinois.

TECHNICAL

26. Does Applicant utilize its own equipment and/or facilities? YES NO

If YES, please list the facilities Applicant intends to utilize. Also include evidence that Applicant possesses the necessary technical resources to deploy and maintain said facilities:

While Zayo intends to provide service primarily through its own facilities, Zayo also expects to provide service using facilities leased from other carriers. As evidenced by the managerial biographies, attached hereto as Exhibit D, Zayo meets the technical requirements needed to maintain and deploy facilities.

If NO, which facility provider(s)'s services does the Applicant intend to use?

27. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, data services, local service, prepaid local service).

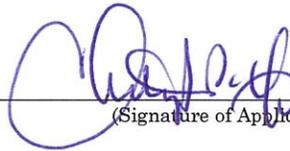
Zayo seeks statewide authority to provide facilities-based and resold local exchange and interexchange telecommunications services. Zayo also intends to provide competitive access services, high-capacity telecommunications services, including private line, transport, local exchange (local calling and customer calling) and long-distance services for enterprise customers and carriers and other network providers.

28. Will technical personnel be available at all times to assist customers with service problems?

YES NO

29. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? YES NO

Not applicable.



(Signature of Applicant)

VERIFICATION

This application shall be verified under oath.

OATH

State of Colorado)
)ss
County of Boulder))

Christopher Yost makes oath and says that he is General Counsel
(Insert here the name of affiant) (Insert the official title of the affiant)

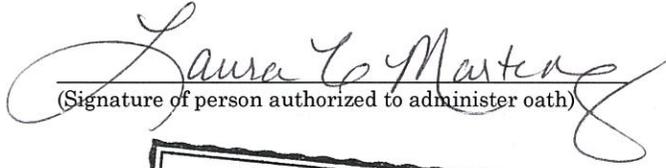
of Zayo Bandwidth, LLC
(Insert here the exact legal title or name of the Applicant)

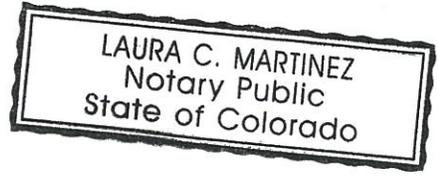
that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.


(Signature of affiant)

Subscribed and sworn to before me, a Notary Public/ Laura C. Martinez
(Title of person authorized to administer oaths)

in the State and County above named, this 8th day of April, 2009.


(Signature of person authorized to administer oath)



9-1-1 Questions for Applicants Seeking Local Exchange Service Authority

1. Will your company ensure that 911 traffic is handled in accordance with the 83 Illinois Administrative Code Part 725 and the Emergency Telephone System Act?

Yes. Zayo intends to abide by all applicable rules and regulations and offer all applicable waivers.

2. Will your company contact and establish a working relationship with the 911 systems when you begin to provide local telephone service?

Yes.

3. Will your company coordinate with the incumbent LEC(s) and local 911 systems to provide transparent service for your local exchange customers?

Yes.

4. Who will be responsible for building and maintaining the 911 database for your local exchange customers?

Zayo will be responsible for building and maintaining the 911 database for local exchange customers.

5. How often will your company update the 911 database with customer information?

Zayo will update the 911 information database as often as is required, but at a minimum, Zayo will update the 911 information database on a daily basis.

6. Will your company's billing system have the ability to distinguish between facilities based and resale for the collection of the 911 surcharge?

Yes.

7. Does your company have procedures for the transitioning of the 911 surcharge collection and disbursement to the local 911 system?

Yes.

8. Will your company's proposal require any network changes to any of the 911 systems?

No.

9. Will your company be able to meet the requirements specified under Part 725.500(o) and 725.620(b) for the installation of call boxes?

Yes. To the extent that Zayo provides resold or facilities-based local exchange (dial tone) services using switch platforms of an underlying carrier, Zayo will rely on the underlying carrier (and their call boxes or diverse routing) to comply with these rules. In the event that Zayo deploys its own switches to provide facilities-based local exchange (dial tone) services, Zayo will either install call boxes or, more likely, rely on diverse routing as permitted in Section 725.500(p). Any diverse routing used by Zayo in order to comply with the requirements under Part 725.500(o) and 725.620(b), will also meet the requirements in Section 725.500(p)(1).

10. Does your company plan to file for a waiver of Part 725.500(o) and 725.620(b) in the future?

At this time, Zayo does not plan to file in the future for a waiver of Part 725.500(o) and 725.620(b). In the event that Zayo finds that compliance with the provision is either technologically infeasible or that it is financially incapable of complying with the requirement, Zayo may seek a temporary waiver as permitted under Section 725.101.