

Jean L. Kiddoo
Brett P. Ferenchak
Kimberly A. Lacey
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com
kimberly.lacey@bingham.com

March 4, 2011

Via e-Dockets

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

RE: Notification Regarding the Proposed *Pro Forma* Merger of Zayo Bandwidth, LLC and Zayo Group, LLC

Docket No. 11-0069 - Verified Application of Zayo Group, LLC for Certificate to Become a Telecommunications Carrier - SUPPLEMENT

Dear Ms. Rolando:

Zayo Group, LLC (“Zayo”) and Zayo Bandwidth, LLC (“ZB”) (together, the “Parties”), by their undersigned counsel, hereby notify the Illinois Commerce Commission (“Commission”) that they propose to complete a *pro forma* merger of ZB with and into Zayo, with Zayo surviving the merger (the “*Pro Forma* Transaction”). This intra-corporate merger, along with certain other proposed *pro forma* intra-corporate transactions, are being proposed by Zayo and its subsidiaries to simplify their existing corporate structure.

It is the Parties’ understanding that Commission approval is not required to complete the transactions described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission’s records. In support, the Parties provide the following information:

Description of the Parties

Zayo and ZB are Delaware limited liability companies authorized to transact business in Illinois. Zayo and ZB have their principal business office at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. ZB is currently a wholly owned direct subsidiary of Zayo. Zayo is a wholly owned direct subsidiary of Zayo Group Holdings, Inc., which in turn is wholly owned by Communications Infrastructure Investments, LLC (“CII”). CII has no majority owner. Pre- and post-*Pro Forma* Transactions corporate organization charts for Applicants are provided as part of Exhibit A.

Zayo does not currently provide telecommunications services, but will begin providing the telecommunications services currently offered by ZB upon completion of the *pro forma* merger of ZB with and into Zayo, with Zayo surviving. Zayo has a pending Application for Certificate to Become a Telecommunications Carrier in Illinois so that

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

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

A/74003579.1

Zayo can continue to provide the telecommunications services currently provided by ZB in Illinois upon completion of the *pro forma* merger. See Docket No. 11-0069.

ZB currently provides Private Line, Ethernet, Wavelength, DIA and Collocation services to wholesale (e.g., other carriers) and large enterprise customers. Upon completion of the *Pro Forma* Transaction, Zayo will provide such services to ZB's customers. In Illinois, ZB is authorized to provide resold and facilities-based local exchange and interexchange telecommunications services pursuant to the Commission's order in Docket No. 09-0086.

Contacts

Questions or any correspondence, orders, or other materials pertaining to this Verified Notice should be directed to the following.

For the Parties:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
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
400 Centennial Parkway, Suite 200
Louisville, CO 80027
303-381-4664 (Tel)
303-226-5923 (Fax)
sbeer@zayo.com

Description of the Pro Forma Transactions

As described above, Zayo proposes to complete various proposed *pro forma* intra-corporate transactions including the proposed merger of ZB with and into Zayo, with Zayo surviving. The *Pro Forma* Transaction is part of Zayo's effort to simplify its existing corporate structure. Corporate structure charts illustrating the current corporate structure of the Parties and the proposed structure following the *Pro Forma* Transaction are provided as Exhibit A.

The proposed *pro-forma* merger will not result in any changes to the services received by customers, including rates, terms and conditions of service. Each of the affected customers will be transferred pursuant to terms of that customer's service contract that permit transfer to affiliates and/or pursuant to the customer's written authorization and affected customers will receive notice of these pro forma changes. A sample of the notice that will be provided to applicable affected customers is provided in Exhibit B.

Public Interest Considerations

The Parties submit that the *Pro Forma* Transaction described herein is in the public interest. The *Pro Forma* Transaction will simplify Zayo's existing corporate structure and reduce its reporting and accounting burdens and provide other operational efficiencies. Furthermore, the *Pro Forma* Transaction will be virtually transparent to customers and will not result in any change in their services. The primary change will be

March 4, 2011
Page 3

the corporate name of the company providing the affected customer's telecommunications service and since all affected customers are already familiar with the "Zayo" brand, this change will not cause any customer confusion. Therefore, the *Pro Forma* Transaction will not result in customer confusion.

All of Zayo's subsidiaries, including ZB, share the same corporate officers and certain other technical, managerial and operational personnel. There will therefore be no material change in the technical, managerial and operational qualifications of the telecommunications provider serving the affected customers.

* * * *

This notice is being filed via e-Dockets (1) for inclusion with ZB's general file and (2) as a Supplement to Zayo's pending Application for a Certificate in Docket No. 11-0069. Please do not hesitate to contact us if you have any questions.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak
Kimberly A. Lacey

Counsel for the Parties

cc: The Honorable Sonya J. Teague (steague@icc.illinois.gov)
Karen Chang (kchang@icc.illinois.gov)

LIST OF EXHIBITS

Exhibit A	Pre- and Post- <i>Pro Forma</i> Transaction Corporate Structure Charts
Exhibit B	Sample Customer Notice for the <i>Pro Forma</i> Merger
Verification	

EXHIBIT A

Pre- and Post-*Pro Forma* Transaction Corporate Structure Charts

Current Corporate Organization Structure of Zayo Group, LLC

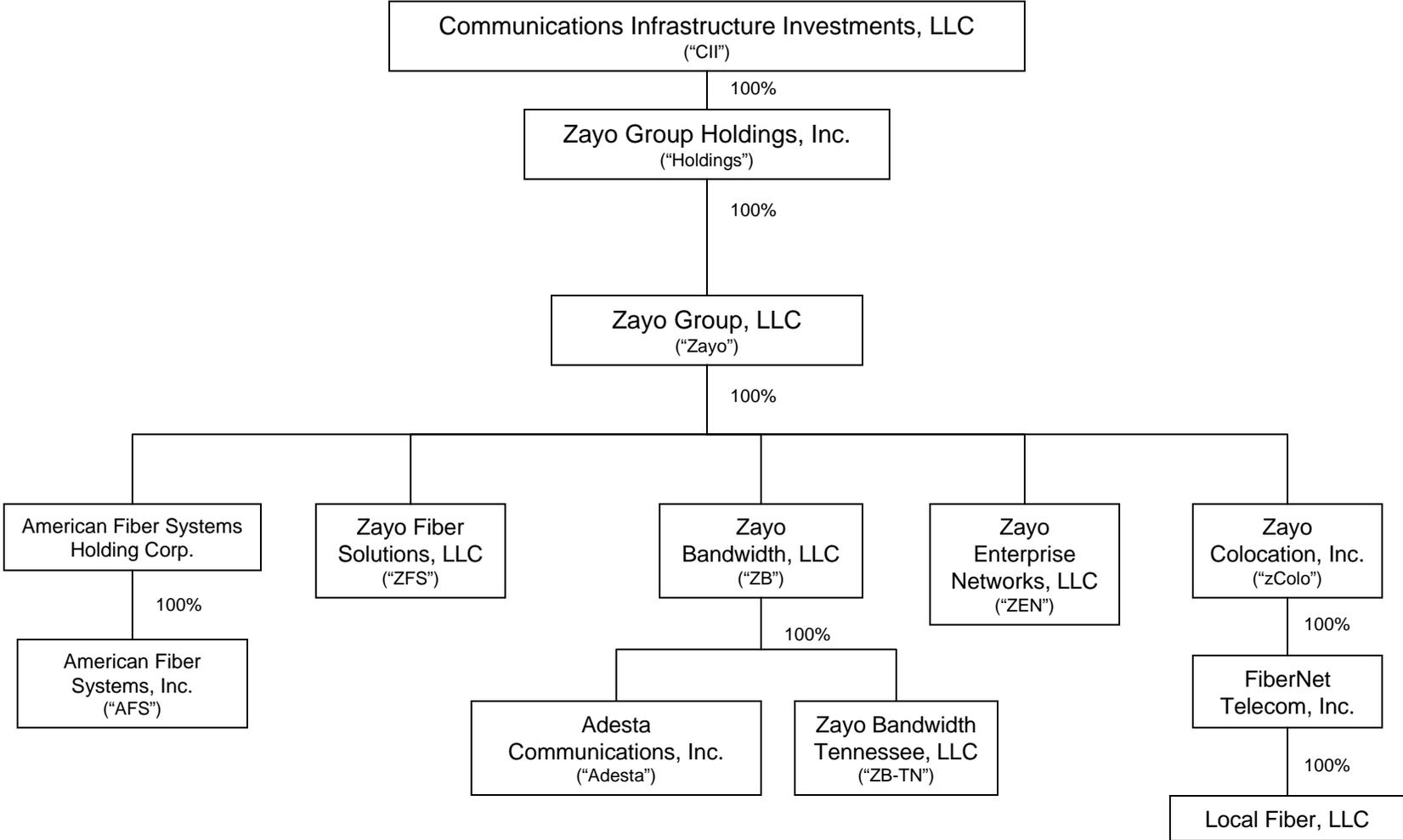
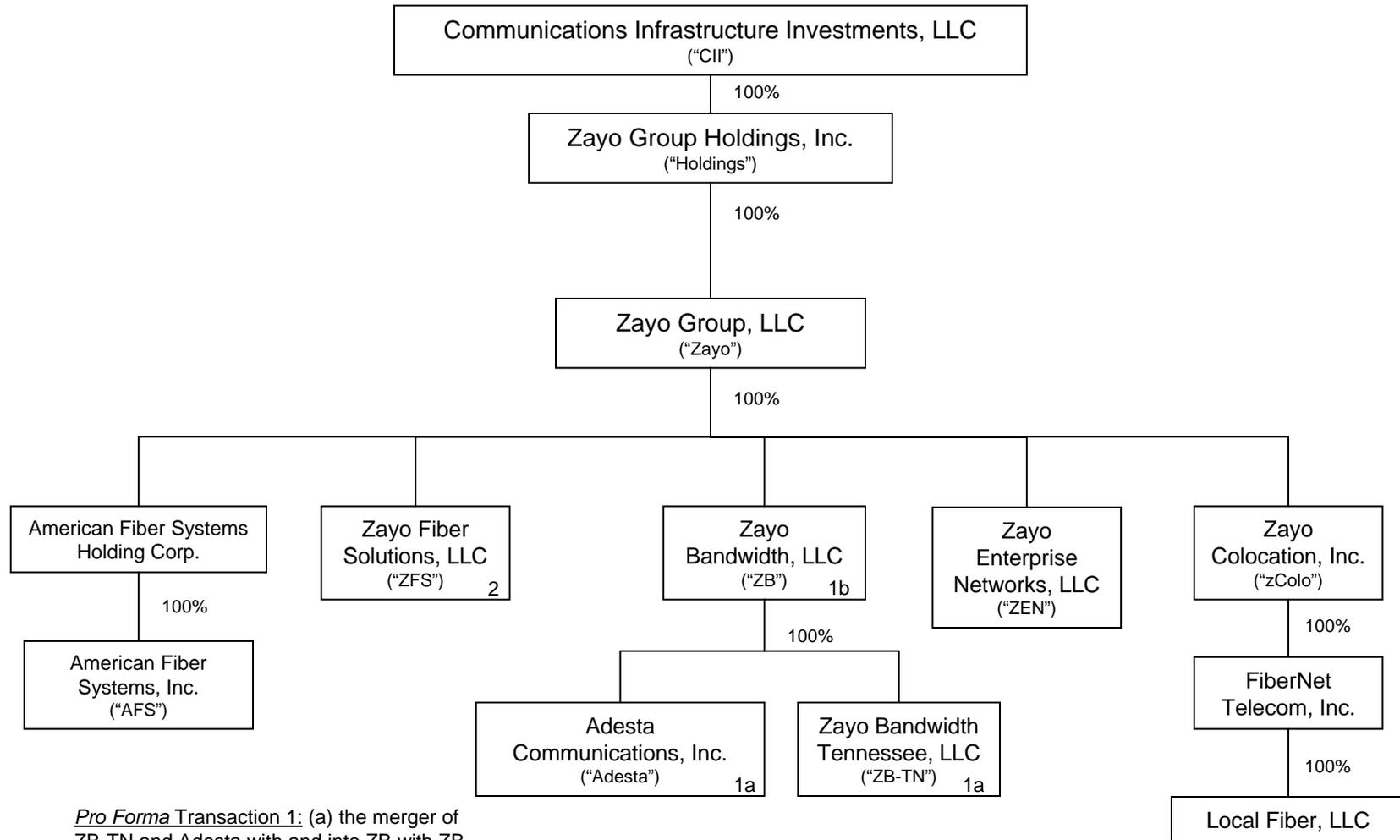


Illustration of *Pro Forma* Transactions Regarding Zayo Group, LLC



Pro Forma Transaction 1: (a) the merger of ZB-TN and Adesta with and into ZB with ZB surviving and (b) the merger of ZB with and into Zayo with Zayo surviving.

Pro Forma Transaction 2: the merger of ZFS with and into Zayo, with Zayo surviving.

Note: Direct ownership of ZEN will be transferred to an affiliate.

Post-Pro Forma Transactions
Corporate Organization Structure of Zayo Group, LLC

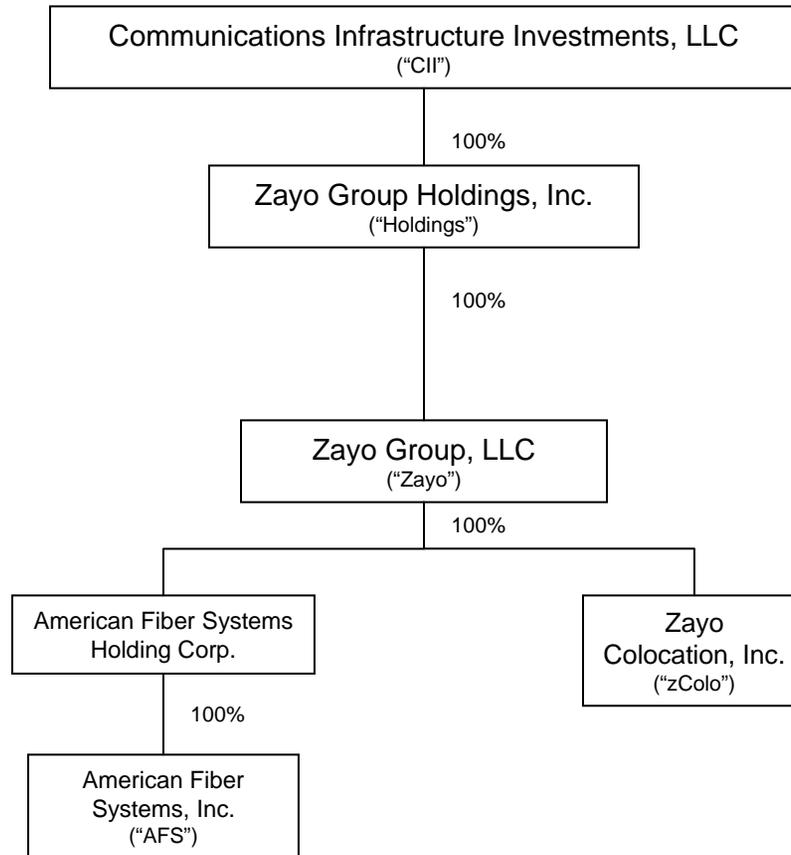


EXHIBIT B

Sample Customer Notice for the *Pro Forma* Merger

The applicable affected customers will receive notice of the merger through a bill notation. The notice will be provided to customers in their bill issued at least 30 days prior to the merger. The text of the bill notation will be substantially similar to the following:

On or about [DATE], Zayo Group, LLC (“Zayo”) will undertake an internal corporate reorganization and consolidation, including the merger of Zayo Bandwidth, LLC into Zayo. Thus, the Zayo corporate entity that will provide your telecommunications services will be Zayo Group, LLC. Your services and the associated pricing and terms and conditions of service will not change as a result of this intra-corporate consolidation. There is no charge associated with this change and any preferred carrier freeze you have will remain in place. You will continue to receive a bill from Zayo and we will continue to resolve any issues you may have with your account or service using the same customer service number: 1-866-236-2824.

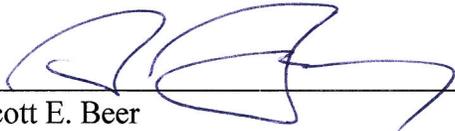
We recognize that you always have a choice in telecommunications carrier and believe that this intra-corporate consolidation will enhance our ability to serve you. Zayo looks forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

STATE OF COLORADO
COUNTY OF BOULDER

§
§
§

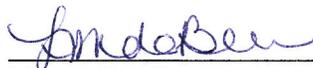
VERIFICATION

I, Scott E. Beer, state that I am the Vice President, General Counsel and Secretary of Zayo Group, LLC and its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; 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.



Scott E. Beer
VP, General Counsel & Secretary
Zayo Group, LLC

Sworn and subscribed before me this 3 day of February, 2011.



Notary Public L. BEER

My commission expires 6-8-2011