

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

August 23, 2007

*In re: Petition of Memphis Networx, LLC for)
Name Change)*

07-00194
Docket No. _____

PETITION OF MEMPHIS NETWORKX, LLC FOR NAME CHANGE

Pursuant to TRA Rule 1220-4-1-.08, Memphis Networx, LLC ("Networx") petitions the Tennessee Regulatory Authority ("TRA") for approval of a change in the legal name of the company from "Networx" to Zayo Bandwidth Tennessee, LLC ("Zayo").¹ Attached are copies of the customer notification letter and confirmation that the new name has been registered with the Secretary of State.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: Henry Walker
Henry Walker
1600 Division Street, Suite 700
P.O. Box 340025
Nashville, Tennessee 37203
(615) 252-2363

¹ By filing this petition seek TRA approval for a name change, Networx does not waive the right to argue that no such approval is required under the TRA's rules. See TRA Docket 07-00100, Director Jones dissenting.



Customer Name
Address 1
Address 2
City, State Zip+4

Re: Customer Notice of Name Change

To Whom It May Concern:

As you may be aware, Memphis Network, LLC has been sold to CII HoldCo, Inc. effective July 31, 2007. As a result of the sale, Memphis Network, LLC will now be known Zayo Bandwidth Tennessee, LLC. Your current services will not be affected by this change.

Zayo Bandwidth is committed to build upon the superior service you are accustomed to receiving and look forward to the opportunity to provide you additional services.

You are a valued customer and we sincerely look forward to serving you. If you have any questions about this change, please contact your sales representative or 877-354-1158.

Very truly yours,

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 08/22/07
REQUEST NUMBER: 6117-0573
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/22/07 1057
EFFECTIVE DATE/TIME: 08/22/07 1630
CONTROL NUMBER: 0379620

TO:
CFS, INC.
8161 HWY 100
#172
NASHVILLE, TN 37221

RE:
ZAYO BANDWIDTH TENNESSEE, LLC
ARTICLES OF AMENDMENT - LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF AMENDMENT - LIMITED LIABILITY COMPANY ON DATE: 08/22/07

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00004258384
ACCOUNT NUMBER: 00101230



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION
(LLC)

For Office Use Only
RECEIVED
STATE OF TENNESSEE

2007 AUG 22 AM 10:57

RILEY DARNELL
SECRETARY OF STATE

LIMITED LIABILITY COMPANY CONTROL NUMBER (IF KNOWN) 0379620

PURSUANT TO THE PROVISIONS OF §48-209-104 OF THE TENNESSEE LIMITED LIABILITY COMPANY ACT OR §48-249-204 OF THE TENNESSEE REVISED LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF ORGANIZATION:

PLEASE MARK THE BLOCK THAT APPLIES:

- ☒ AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE.
☐ AMENDMENT IS TO BE EFFECTIVE _____, _____ (DATE) _____ (TIME).
(NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF
NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF
FILING.

1. PLEASE INSERT THE NAME OF THE LIMITED LIABILITY COMPANY AS IT APPEARS ON
RECORD: Memphis Networx, LLC

IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:

ZAYO Bandwidth Tennessee, LLC

2. PLEASE INSERT ANY CHANGES THAT APPLY:

A. PRINCIPAL ADDRESS: _____
STREET ADDRESS

CITY STATE/COUNTY ZIP CODE

B. REGISTERED AGENT: CT Corporation System

C. REGISTERED ADDRESS: 800 S. Gay Street, Suite 2021

STREET
Knoxville TN 37929 Knox
CITY STATE ZIP CODE COUNTY

D. OTHER CHANGES:

3. THE AMENDMENT WAS DULY ADOPTED ON July 31 2007
MONTH DAY YEAR

(If the amendment is filed pursuant to the provision of §48-209-104 of the TN LLC Act, please also
complete the following by checking one of the two boxes:) AND THE AMENDMENT WAS DULY
ADOPTED BY THE

- ☒ BOARD OF GOVERNORS WITHOUT MEMBER APPROVAL AS SUCH WAS NOT REQUIRED
☒ MEMBERS

GENERAL COUNSEL & SECRETARY
SIGNER'S CAPACITY

SIGNATURE
SCOTT E. BEER
NAME OF SIGNER (TYPED OR PRINTED)