

TENNESSEE REGULATORY AUTHORITY



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

August 9, 2010

Henry Walker, Counsel
Bradley Arant Boult Cummings LLP
1600 Division Street, Suite 700
Nashville, TN 37203

RE: Docket No. 10-00159: Joint Petition of Zayo Group, LLC for Approval of Change of Control of American Fiber Systems, Inc.

Dear Mr. Walker:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority ("TRA or Authority") requires additional information. Please provide the information requested below by August 17, 2010, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the petitioners have filed a similar petition or notice in other states. If so, provide a listing of states and action taken.
2. Have the petitioners filed a similar petition with the FCC. If so, provide or list any action taken by the FCC, and the associated file(s) or document number(s). If a schedule to complete the review of your application has been established by the FCC, provide such with your response.
3. Provide the number of customers that American Fiber Systems, Inc. ("AFS") currently serves in Tennessee.
4. Provide a copy of the Agreement and Plan of Merger dated as of June 24, 2010, the Petitioners entered into defining the change of control of AFS described in the *Joint Petition*.
5. Provide a signed verification from the Zayo Group, LLC, American Fiber Systems Holding Corp., and AFS verifying that the information contained in the *Joint Petition* is true to their best knowledge, information, and belief.
6. As a result of the transaction described in the Joint Petition, will there be a transfer of control of US Carrier Telecom, LLC?

If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at carlos.black@tn.gov Please respond by sending the original and 13 copies either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with an electronic file of the original document to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,

A handwritten signature in black ink. The name "Jerry Kettles" is written in a cursive style. To the right of the name is a circular stamp containing the letters "WP". Further to the right, the name "Carlos Black" is written in a cursive style.

Jerry Kettles, Chief
Economic Analysis & Policy Division

c: Scott E. Beer, Bruce Frankiewicz