BRADLEY ARANT
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May 26, 2011

Sharla Dillon, Docket & Records Manager
Tennessee Regulatory Authority
460 James Roberson
Nashville, Tennessee 37243

filed electronically in docket office on 05/26/11

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

Dear Sharla:

Pursuant to the TRA's final Order issued November 10, 2010 in this docket, please accept for filing the attached documents showing the FCC's approval of the above-captioned transaction.

Very truly yours,

BRADLEY ARANT BOULT CUMMINGS LLP

By: Henry Walker

HW/dnr
Attachments

7/2628523.1
108680-000001

FCC PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: http://www.fcc.gov
TTY: 1-888-835-5322

DA 10-1757
September 17, 2010

NOTICE OF DOMESTIC SECTION 214 AUTHORIZATION GRANTED

WC Docket No. 10-155

The Wireline Competition Bureau (Bureau) has granted the application listed in this notice pursuant to the Commission's streamlined procedures for domestic section 214 transfer of control applications, 47 C.F.R. § 63.03. The Bureau has determined that grant of this application serves the public interest.[1] For purposes of computation of time when filing a petition for reconsideration or application for review, or for judicial review of the Commission's decision, the date of "public notice" shall be the release date of this notice.[2]

Domestic Section 214 Application Filed for the Transfer of Control of American Fiber Systems, Inc. to Zayo Group, LLC, WC Docket No. 10-155, Public Notice, DA 10-1542 (rel. Aug. 17, 2010).

Effective Grant Date: September 17, 2010

For further information, please contact Tracey Wilson-Parker at (202) 418-1394 or Jodie May at (202) 418-0913, Competition Policy Division, Wireline Competition Bureau.

-FCC-

[1] *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, CC Docket No. 01-150, Report and Order, 17 FCC Rcd 5517, 5529, para. 22 (2002).

[2] *Id.*; *see* 47 C.F.R. § 1.4 (Computation of time).

PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 12th STREET S.W.
WASHINGTON D.C. 20554

News media information 202-418-0500
Internet: http://www.fcc.gov (or ftp.fcc.gov)
TTY (202) 418-2555

DA No. 10-1708

Report No. TEL-01455 Thursday September 9, 2010

INTERNATIONAL AUTHORIZATIONS GRANTED

Section 214 Applications (47 C.F.R. § 63.18); Section 310(b)(4) Requests

The following applications have been granted pursuant to the Commission's streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, other provisions of the Commission's rules, or procedures set forth in an earlier public notice listing applications accepted for filing.

Unless otherwise noted, these grants authorize the applicants (1) to become a facilities-based international common carrier subject to 47 C.F.R. § 63.22; and/or (2) to become a resale-based international common carrier subject to 47 C.F.R. § 63.23; or (3) to exceed the 25 percent foreign ownership benchmark applicable to common carrier radio licensees under 47 U.S.C. § 310(b)(4).

THIS PUBLIC NOTICE SERVES AS EACH NEWLY AUTHORIZED CARRIER'S SECTION 214 CERTIFICATE. It contains general and specific conditions, which are set forth below. Newly authorized carriers should carefully review the terms and conditions of their authorizations. Failure to comply with general or specific conditions of an authorization, or with other relevant Commission rules and policies, could result in fines and forfeitures.

Petitions for reconsideration under Section 1.106 or applications for review under Section 1.115 of the Commission's rules in regard to the grant of any of these applications may be filed within thirty days of this public notice (see Section 1.4(b)(2)).

An updated version of Sections 63.09-.25 of the rules, and other related sections, is available at http://www.fcc.gov/ib/pd/pf/telecomrules.html.

For additional information, please contact the FCC Reference and Information Center, Room CY-A257, 445 12th Street SW, Washington, D.C. 20554, (202) 418-0270.

ITC-214-20100804-00324 E STARGATE MOBILE INC.
International Telecommunications Certificate
Service(s): Global or Limited Global Resale Service
Grant of Authority Date of Action: 09/03/2010

Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

ITC-214-20100805-00325 E Meriplex Telecom LLC
International Telecommunications Certificate
Service(s): Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service
Grant of Authority Date of Action: 09/03/2010

Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).

ITC-214-20100817-00331 E Cytel, Inc.

International Telecommunications Certificate

Service(s): Global or Limited Global Resale Service

Grant of Authority Date of Action: 09/03/2010

Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).

ITC-ASG-20100812-00334 E AT&T Mobility Wireless Operations Holdings

Assignment

Grant of Authority Date of Action: 09/08/2010

Current Licensee: Pine Bluff Cellular, Inc.

FROM: Pine Bluff Cellular, Inc.

TO: AT&T Mobility Wireless Operations Holdings

Notification filed August 12, 2010 of the pro forma assignment of international section 214 authorization, ITC-214-20031017-00481, from Pine Bluff Cellular, Inc. (Pine Bluff) to AT&T Mobility Wireless Operations Holdings Inc. (Holdings Inc.), effective July 15, 2010. In a corporate reorganization, Pine Bluff was merged into Holdings Inc., its newly-created immediate parent, with Holdings Inc. being the surviving entity. Pine Bluff was, and Holdings Inc. continues to be, ultimately controlled by AT&T Inc.

ITC-ASG-20100907-00354 E Knology, Inc.

Assignment

Grant of Authority Date of Action: 09/08/2010

Current Licensee: Knology of Tennessee, Inc.

FROM: Knology of Tennessee, Inc.

TO: Knology, Inc.

Notification filed September 7, 2010, of the pro forma assignment of international section 214 authorization, ITC-214-20000203-00075, held by Knology of Tennessee, Inc. (Knology Tennessee), to its 100 percent indirect parent Knology, Inc. (Knology), effective September 7, 2010. Knology Tennessee will continue to provide international service to its customers under authority of the section 214 authority held by Knology, ITC-214-20000203-00075, pursuant to section 63.21(h) of the Commission's rules, 47 C.F.R. § 63.21(h).

ITC-T/C-20100802-00317 E American Fiber Systems, Inc.

Transfer of Control

Grant of Authority Date of Action: 09/03/2010

Current Licensee: American Fiber Systems, Inc.

FROM: American Fiber Systems Holding Corp.

TO: Zayo Group, LLC

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-20000929-00551, held by American Fiber Systems, Inc. (AFS), a Delaware corporation, from its 100 percent parent, American Fiber Systems Holding Corp. (AFSHC), to Zayo Group, LLC (Zayo Group), a Delaware limited liability company that is wholly owned indirectly by Communications Infrastructure Investments, LLC (CII), a Delaware limited liability company, through its direct subsidiary Zayo Group Holdings, Inc., a Delaware corporation. Pursuant to the terms of an underlying Agreement and Plan of Merger dated June 24, 2010, the parties contemplate that AFSHC will merge with and into AFS Acquisition Company, Inc., a direct subsidiary of Zayo Group created to accomplish the transaction, with AFSHC emerging as the surviving entity. Upon closing, AFSHC and AFS will become the direct and indirect subsidiaries, respectively, of Zayo Group.

The following U.S.-organized entities and individuals hold 10 percent or greater ownership interest in CII: Oak Investment Partners XII, LP (directly 22.3%) (general partner Oak Associates XII, LLC and its executive managing members Bandel L. Carano, Edward F. Glassmeyer, Ann H. Lamont, and Frederic W. Harman); M/C Venture Partners VI, L.P. (MCVP VI) (directly 20.3%) (general partner M/C VP VI, L.P., its general partner M/C Venture Partners, LLC and, in turn, its managing members James F. Wade, David D. Croll, Matthew J. Rubins, John W. Watkins, and John Van Hooser); Columbia Capital Equity Partners IV (QP), L.P. (directly 18.5%) (general partner Columbia Capital IV, LLC (indirectly 20.9%) and its managing members James B. Fleming, Jr., R. Philip Herget, III, and Harry F. Hopper III); and Charlesbank Equity Fund VI GP, LP (indirectly 10.8%) (general partner Charlesbank Capital Partners, LLC and its managing members Michael Eisenson, Tim Palmer, Kim Davis, Mark Rosen, Michael Choe, Brandon White, Jon Biotti, Andrew Janower, and Michael Thonis). No other entity or individual holds 10 percent or greater direct or indirect ownership interests in Zayo Group or CII.

This authorization is without prejudice to the Commission's action in any other related pending proceedings.

INFORMATIVE

ITC-214-19990701-00441 Birch Telecom, Inc.

By letter filed August 30, 2010, Applicant notified the Commission that the following wholly-owned subsidiaries may provide international telecommunications service under the international section 214 authorization held by Birch Telecom, Inc., ITC-214-19990701-00441, pursuant to section 63.21(h) of the Commission's rules, 47 CFR 63.21(h): Birch Communications of the Northeast, Inc. d/b/a Birch Communications.

SURRENDER

ITC-214-19960923-00458 Arrowhead Global Solutions, Inc.

By letter filed August 19, 2010, Applicant notified the Commission of the Surrender of its international section 214 authorization.

ITC-214-19971216-00791 Easynet Group Inc.

By letter filed August 31, 2010, Applicant notified the Commission of the Surrender of its international section 214 authorization.

ITC-214-20020515-00270 Vanco US LLC

By letter filed August 20, 2010, Applicant notified the Commission of the Surrender of its international section 214 authorization.

ITC-214-20061012-00468 Converge Telecom Group Inc.

By letter filed September 2, 2010, Applicant notified the Commission of the Surrender of its international section 214 authorization.

CONDITIONS APPLICABLE TO INTERNATIONAL SECTION 214 AUTHORIZATIONS

(1) These authorizations are subject to the Exclusion List for International Section 214 Authorizations, which identifies restrictions on providing service to particular countries or using particular facilities. The most recent Exclusion List is attached to this Public Notice. The list applies to all U.S. international carriers, including those that have previously received global or limited global Section 214 authority, whether by Public Notice or specific written order. Carriers are advised that the attached Exclusion List is subject to amendment at any time pursuant to the procedures set forth in Streamlining the International Section 214 Authorization Process and Tariff Requirements, IB Docket No. 95-118, 11 FCC Rcd 12884 (1996), para. 18. A copy of the current Exclusion List will be maintained in the FCC Reference and Information Center and will be available at http://www.fcc.gov/ib/pd/pf/telecomrules.html#exclusionlist. It also will be attached to each Public Notice that grants international Section 214 authority.

(2) The export of telecommunications services and related payments to countries that are subject to economic sanctions may be restricted. For information concerning current restrictions, call the Office of Foreign Assets Control, U.S. Department of the Treasury, (202) 622-2520.

(3) Carriers shall comply with the requirements of Section 63.11 of the Commission's rules, which requires notification by, and in certain circumstances prior notification by, U.S. carriers acquiring an affiliation with foreign carriers. A carrier that acquires an affiliation with a foreign carrier will be subject to possible reclassification as a dominant carrier on an affiliated route pursuant to the provisions of Section 63.10 of the rules.

(4) Carriers shall comply with the Commission's International Settlements Policy and associated filing requirements contained in Sections 43.51, 64.1001 and 64.1002 of the Commission's Rules, 47 C.F.R. §§ 43.51, 64.1001, 64.1002. The Commission modified these requirements most recently in International Settlements Policy Reform: International Settlement Rates, First Report and Order, FCC 04-53, 19 FCC Rcd 5709 (2004). In addition, any carrier interconnecting private lines to the U.S. public switched network at its switch, including any switch in which the carrier obtains capacity either through lease or otherwise, shall file annually with the Chief, International Bureau, a certified statement containing, on a country-specific basis, the number and type (e.g., 64 kbps circuits) of private lines interconnected in such manner. The Commission will treat the country of origin information as confidential. Carriers need not file their contracts for interconnection unless the Commission specifically requests. Carriers shall file their annual report on February 1 (covering international private lines interconnected during the preceding January 1 to December 31 period) of each year. International private lines to countries which the Commission has exempted from the International Settlements Policy at any time during a particular reporting period are exempt from this requirement. See 47 C.F.R. § 43.51(d). The Commission's list of U.S. international routes that are exempt from the International Settlements Policy may be viewed at http://www.fcc.gov/ib/pd/pf/isp_exempt.html.

(5) Carriers authorized to provide private line service either on a facilities or resale basis are limited to the provision of such private line service only between the United States and those foreign points covered by their referenced applications for Section 214 authority. A carrier may provide switched services over its authorized resold private lines in the circumstances specified in Section 63.23(d) of the rules, 47 C.F. R. § 63.23(d).

(6) A carrier may engage in "switched hubbing" to countries that do not appear on the Commission's list of U.S. international routes that are exempt from the International Settlements Policy, set forth in Section 64.1002, 47 C.F.R. § 64.1002, provided the carrier complies with the requirements of Section 63.17(b) of the rules, 47 C.F.R. § 63.17(b). The Commission's list of U.S. international routes that are exempt from the International Settlements Policy may be viewed at http://www.fcc.gov/ib/pd/pf/isp_exempt.html.

(7) Carriers shall comply with the "No Special Concessions" rule, Section 63.14, 47 C.F.R. § 63.14.

(8) Carriers regulated as dominant for the provision of a particular communications service on a particular route for any reason other than a foreign carrier affiliation under Section 63.10 of the rules shall file tariffs pursuant to Section 203 of the Communications Act, as amended, 47 U.S.C. § 203, and Part 61 of the Commission's Rules, 47 C.F.R. Part 61. Carriers shall not otherwise file tariffs except as permitted by Section 61.19 of the rules, 47 C.F.R. § 61.19. Except as specified in Section 20.15 with respect to commercial mobile radio service providers, carriers regulated as non-dominant, as defined in Section 61.3, and providing detariffed international services pursuant to Section 61.19, must comply with all applicable public disclosure and maintenance of information requirements in Sections 42.10 and 42.11.

(9) Carriers shall file the annual reports of overseas telecommunications traffic required by Section 43.61(a). Carriers shall also file the quarterly reports required by Section 43.61 in the circumstances specified in paragraphs (b) and (c) of

that Section.

(10) Carriers shall file annual reports of circuit status and/or circuit additions in accordance with the requirements set forth in Rules for Filing of International Circuit Status Reports, CC Docket No. 93-157, Report and Order, 10 FCC Rcd 8605 (1995). See 47 C.F.R. § 43.82. See also §§ 63.22(e), 63.23(e). These requirements apply to facilities-based carriers and private line resellers, respectively. See also http:www.fcc.gov/ib/pd/pf/csmanual.html.

(11) Carriers should consult Section 63.19 of the rules when contemplating a discontinuance, reduction or impairment of service. Further, the grant of these applications shall not be construed to include authorization for the transmission of money in connection with the services the applicants have been given authority to provide. The transmission of money is not considered to be a common carrier service.

(12) If any carrier is reselling service obtained pursuant to a contract with another carrier, the services obtained by contract shall be made generally available by the underlying carrier to similarly situated customers at the same terms, conditions and rates. 47 U.S.C. § 203.

(13) To the extent the applicant is, or is affiliated with, an incumbent independent local exchange carrier, as those terms are defined in Section 64.1902 of the rules, it shall provide the authorized services in compliance with the requirements of Section 64.1903.

(14) Except as otherwise ordered by the Commission, a carrier authorized here to provide facilities-based service that (i) is classified as dominant under Section 63.10 of the rules for the provision of such service on a particular route and (ii) is affiliated with a carrier that collects settlement payments for terminating U.S. international switched traffic at the foreign end of that route may not provide facilities-based switched service on that route unless the current rates the affiliate charges U.S. international carriers to terminate traffic are at or below the Commission's relevant benchmark adopted in International Settlement Rates, IB Docket No. 96-261, Report and Order, 12 FCC Rcd 19806 (1997). See also Report and Order on Reconsideration and Order Lifting Stay in IB Docket No. 96-261, FCC 99-124 (rel. June 11, 1999). For the purposes of this rule, "affiliated" and "foreign carrier" are defined in Section 63.09.

Exclusion List for International Section 214 Authorizations

The following is a list of countries and facilities not covered by grant of global Section 214 authority under Section 63.18(e)(1) of the Commission's Rules, 47 C.F.R. § 63.18(e)(1). In addition, the facilities listed shall not be used by U.S. carriers authorized under Section 63.18 of the Commission's Rules unless the carrier's Section 214 authorization specifically lists the facility. Carriers desiring to serve countries or use facilities listed as excluded hereon shall file a separate Section 214 application pursuant to Section 63.18(e)(3) of the Commission's Rules. See 47 C.F.R. § 63.22(c).

Countries:

Cuba (Applications for service to Cuba shall comply with the separate filing requirements of the Commission's Public Notice, DA 10-112, dated January 21, 2010, "Modification of Process to Accept Applications for Service to Cuba and Related Matters.")

Facilities:

All non-U.S.-licensed satellite systems that are not on the Permitted Space Station List, maintained at http://www.fcc.gov/ib/sd/se/permitted.html. See International Bureau Public Notice, DA 99-2844 (rel. Dec. 17, 1999).

This list is subject to change by the Commission when the public interest requires. Before amending the list, the Commission will first issue a public notice giving affected parties the opportunity for comment and hearing on the proposed changes. The Commission may then release an order amending the exclusion list. This list also is subject to change upon issuance of an Executive Order. See Streamlining the Section 214 Authorization Process and Tariff Requirements, IB Docket No. 95-118, FCC 96-79, 11 FCC Rcd 12,884, released March 13, 1996 (61 Fed. Reg. 15,724, April 9, 1996). A current version of this list is maintained at http://www.fcc.gov/ib/pd/pf/telecomrules.html#exclusionlist.

For additional information, contact the International Bureau's Policy Division, (202) 418-1460.