BRADLEY ARANT BOULT CUMMINGS LLP

Henry Walker
Direct: 615.252.2363
Fax: 615.252.6363
hwalker@babc.com

July 21, 2011

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

11-00116

Re: In the Matter of the Application of Zayo Enterprise Networks, LLC, *et seq*.

Dear Sharla:

Please accept for filing this application for a certificate of convenience and necessity for Zayo Enterprise Networks LLC. Based on my review, the application is complete and ready for submission to the Authority at the agenda conference on August 15, 2011. If the staff has any questions, please call me directly at 252-2362 so that this application may be processed as soon as practical.

Thank you for your consideration of this request.

Very truly yours,

BRADLEY ARANT BOULT CUMMINGS LLP

By: Henry Walker

HW/dnr
cc: David Foster

BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

In the Matter of the Application of	)	
Zayo Enterprise Networks, LLC	)	Docket No. _____
For a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Competing Local Telecommunications Services and Facilities-Based and Resold Interexchange Telecommunications Services in the State of Tennessee	)	

APPLICATION FOR A CERTIFICATE TO PROVIDE FACILITIES-BASED AND RESOLD COMPETING LOCAL TELECOMMUNICATIONS SERVICES AND FACILITIES-BASED AND RESOLD INTEREXCHANGE TELECOMMUICATIONS SERVICES AND REQUEST FOR MARKET REGULATION

Pursuant to T.C.A. § 65-4-201, TRA Rule 1220-4-8 and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Zayo Enterprise Networks, LLC ("ZEN" or "Applicant" or the "Company") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to ZEN authority to provide facilities-based and resold competing local telecommunications services, including exchange access telecommunications services, and facilities-based and resold interexchange telecommunications services within the State of Tennessee. ZEN is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local and interexchange telecommunications services. In addition and pursuant to T.C.A. § 65-5-109, ZEN requests market regulation for all of its telecommunications services.

In support of its Application, ZEN submits the following:

1. The full name and address of the Applicant is:

Zayo Enterprise Networks, LLC
300 South Highway 169, Suite 700
Minneapolis, MN 55426-1137
866-629-8200 (tel)
www.zayoenterprise.com

Questions regarding this application should be directed to:

Henry M. Walker
Bradley Arant Boult Cummings, LLP
Roundabout Plaza
1600 Division Street, Suite 700
Nashville, TN 37203
615-252-2363 (tel)
615-252-6363 (fax)
hwalker@babc.com

with copies to:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (tel)
202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

Contact name and address at the Company is:

Scott Sawyer
General Counsel
Onvoy, Inc.
300 South Highway 169, Suite 700
Minneapolis, MN 55426-1137
952-230-4660 (tel)
952-230-4300 (fax)
scott.sawyer@onvoy.com

2. Organizational Chart of Corporate Structure: Include any pertinent acquisition or merger information.

An Organization chart illustrating the current corporate structure is attached hereto as Exhibit A. As is shown in the attached chart, ZEN is affiliated with Zayo Bandwidth Tennessee, LLC (and Zayo Group, LLC)1 through Zayo Group Holdings, Inc. ("ZG Holdings")

3. Corporate information:

ZEN is a Delaware limited liability company with its corporate headquarters located at 300 South Highway 169, Suite 700, Minneapolis, MN 55426-1137. ZEN is currently a direct subsidiary of Onvoy, Inc. ("Onvoy"), a Minnesota corporation . Onvoy is in turn a wholly owned subsidiary of ZG Holdings. A copy of ZEN's Certificate of Formation is provided in Exhibit B. A copy of ZEN's Authority to Transact Business in the State of Tennessee is provided in Exhibit C.

The corporate officers and managers of ZEN are the following:

Managers:

Daniel P. Caruso
Gillis Cashman
John Siegel
John A. Downer
Michael Choe

Officers:

Daniel Caruso	President & CEO
Scott E. Beer	Vice President, General Counsel & Secretary
Ken desGarennes	Vice President & CFO

1 Zayo Bandwidth Tennessee, LLC ("ZB-TN") is authorized to provide telecommunications services in Tennessee pursuant to authorization granted in Docket No. 99-00909. As part of various *pro forma* internal tranasactions of its parent companies, ZB-TN plans to merge with and into its parent, Zayo Bandwidth, LLC ("ZB"), with ZB suriving the merger. Immediately thereafter, ZB will merge with and into its parent, Zayo Group, LLC ("ZG"), with ZG surviving the merger. Upon completion of those *pro forma* transactions, ZG will provide telecommunications in Tennessee pursuant to the authorization granted in Docket No. 99-00909.

All officers and managers may be contacted through the Applicant's principal place of business.

4. ZEN possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

A. Financial Qualifications

ZEN does not maintain audited financial statements. In support of Applicant's financial qualifications, a copy of the most recent audited consolidated financial statements of ZEN's parent company, Onvoy, are attached hereto *under seal* as Confidential Exhibit E. In addition, ZEN has attached *under seal* as Confidential Exhibit F its most recent unaudited financial statements . Confidential Exhibit F contains three-year financial projections, including income statements, balance sheets and statement of cash flows and Confidential Exhibit G contains a three-year capital expenditures budget indicating the type of equipment to be deployed, the cost of the equipment, and the sources for funding of projected capital expenditures. As shown in the attached information, ZEN is financially qualified to operate within the State of Tennessee.

B. Managerial Ability:

ZEN is technically and managerially qualified to provide competitive local exchange and interexchange services in Tennessee. ZEN's Tennessee operations will be directed by the existing corporate management, technical and operations staff ZEN and Onvoy who are responsible for interexchange and local exchange operations in other states. A description of the background of Applicant's key personnel, which demonstrates the extensive managerial experience of ZEN's management team, is attached hereto as Exhibit D. These management personnel already operate telecommunications services in the following states: California, Colorado, Idaho, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, Washington and Wisconsin

C. Technical Qualifications:

ZEN is extremely well-qualified to provide telecommunications services in Tennessee. The senior management of ZEN and Onvoy has extensive experience in telecommunications service provision, and its highly-qualified technical staff will ensure that ZEN's operations will meet high standards for service quality and reliability.

ZEN's services will satisfy the standards established by the TRA. The Applicant will meet basic local standards, including quality of service and billing standards required of all competing local exchange carriers ("CLECs") regulated by the TRA. ZEN is well qualified to provide telecommunications services in Tennessee.

ZEN is authorized to provide telecommunications services in: California, Colorado, Idaho, Indiana, Michigan, Minnesota, Ohio and Washington. ZEN has not been denied requested certification in any jurisdiction, nor has any permit, license, or certificate been revoked by any authority. Further, ZEN's parent, Onvoy is authorized to provide telecommunications services in Colorado, Indiana, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin. Thus, ZEN is certainly technically qualified to provide local exchange and interexchange telecommunications services in Tennessee.

5. Proposed Service Area:

ZEN seeks authority to offer interexchange and private line telecommunications statewide. While ZEN will initially provide local exchange service in the AT&T service territory, ZEN seeks authority to provide local exchange in all services areas that are currently designated open for competition (AT&T, United/Sprint (Embarq) and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996).[2]

2 At this time, Applicant does not seek to terminate any exemption held by a rural telephone company pursuant to 47 U.S.C. § 251(f).

However, ZEN does seek statewide authority so that it may expand into other services as market conditions warrant and as additional service areas become open to competition.

6. Types of Local Exchange and Interexchange Services to be provided:

ZEN primarily provides business data services including Ethernet, Dedicated Internet Access, Virtual Private Networks, Voice Over Internet Protocol services and managed services including audio and video conferencing. In certain states, ZEN also provides some traditional switched voice and data services. ZEN's customers are small, medium and large enterprise customers. At this time, ZEN does not have plans to serve residential customers but may do so in the future as market conditions warrant.

To the extent that ZEN provides local exchange voice services, Emergency 911 and enhanced 911 calling will be provided to local exchange customers in accordance with TRA and FCC guidelines and will provide all services required under TRA Rule 1220-4-8-.04(3)(b).

7. Repair and Maintenance:

ZEN understands the importance of effective customer service for its customers. ZEN has made arrangements for its customers to call the company at its toll-free customer service number: 888-221-1613. ZEN representatives will monitor calls 24 hours per day, seven days a week. In addition, customers may contact the company in writing at its principal place of business. The toll-free number will be printed on the customer's monthly billing statements.

8. Small and Minority-Owned Telecommunications Business Participation Plan (T.C.A. §65-5-212):

Please see Exhibit H.

9. Toll Dialing Parity Plan:

To the extent that ZEN provides switched voice services, ZEN will follow the Toll Dialing Parity Plan attached as Exhibit I.

10. Notice of Application:

Applicant has served notice of this application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the Applicant's intention of operating geographically and on the Consumer Advocate and Protection Division of the Office of the Tennessee Attorney General. Please see Exhibit J for the Notice of Application and Certificate of Service.

11. Numbering Issues:

To the extent that ZEN provides switched voice services, please see the statement provided in Exhibit K.

12. Tennessee Specific Operational Issues:

Please see statements provided in Exhibit L.

13. Miscellaneous:

A. Sworn Pre-Filed Testimony:

Please see the sworn pre-filed testimony of Scott Sawyer, General Counsel of Onvoy provided as Exhibit M.

B. Customer Deposits:

Applicant does not plan to initially require deposits, but may require customer deposits in some circumstances in the future.

C. Complaints Filed with State and Federal Regulatory Agencies:

As of the date of this filing, ZEN has not been subject to any formal complaints filed at the FCC or in any of the states in ZEN is currently doing business.

D. Tariffs:

As ZEN plans to elect market regulation, ZEN will not maintain tariffs on file with the TRA. Instead, customers will have individual service contracts for their services.

E. Surety Bond

Pursuant to T.C.A. § 65-4-125, a surety bond in the amount of Twenty Thousand Dollars ($20,000) to secure the payment of any monetary sanction imposed in any proceeding brought under this title or the Consumer Telemarketing Protection Act of 1990, is attached as Exhibit N.

14. Public Interest Statement

Granting this Application will promote the public interest by increasing competition in the provision of telecommunications services in Tennessee. ZEN will deploy and expand a competitive telecommunications infrastructure in the State. ZEN will provide customers high quality, cost effective telecommunications services, with an emphasis on customer service. In addition to driving prices closer to costs, thereby ensuring just and reasonable rates, competition also promotes efficiency in the delivery of services and in the development of new services. These benefits work to maximize the public interest by providing continuing incentives for carriers to reduce costs while, simultaneously, promoting the availability of potentially desirable services.

CONCLUSION

ZEN respectfully requests that the TRA enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide a full range of local exchange and interexchange telecommunication services on a facilities-based and resold basis throughout the State of Tennessee. For the reasons stated above, ZEN's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the

development and improvement for all competing providers and interexchange carriers. Further, ZEN elects to operate under market regulation pursuant to T.C.A. § 65-5-109

By: _____

Henry M. Walker
Bradley Arant Boult Cummings, LLP
Roundabout Plaza
1600 Division Street, Suite 700
Nashville, TN 37203
615-252-2363 (tel)
615-252-6363 (fax)
hwalker@babc.com

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

Counsel for Applicant

Dated: June 21, 2011

EXHIBIT LIST

Exhibit A	Organizational Chart
Exhibit B	Certificate of Formation
Exhibit C	Authority to Transact Business
Exhibit D	Management Biographies
Exhibit E	Audited Financial Statements of Onvoy **(CONFIDENTIAL)**
Exhibit F	Unaudited Financial Statements and Projected Financial Statements of ZEN **(CONFIDENTIAL)**
Exhibit G	Projected Capital Expenditures **(CONFIDENTIAL)**
Exhibit H	Small and Minority-Owned Telecommunications Business Participation Plan
Exhibit I	Toll Dialing Parity Plan
Exhibit J	Notice of Application and Certificate of Service
Exhibit K	Numbering Issues
Exhibit L	Tennessee Specific Operational Issues
Exhibit M	Sworn Pre-Filed Testimony
Exhibit N	Bond

VERIFICATION

Exhibit A

Organizational Chart

Current Corporate Organization Structure of ZEN

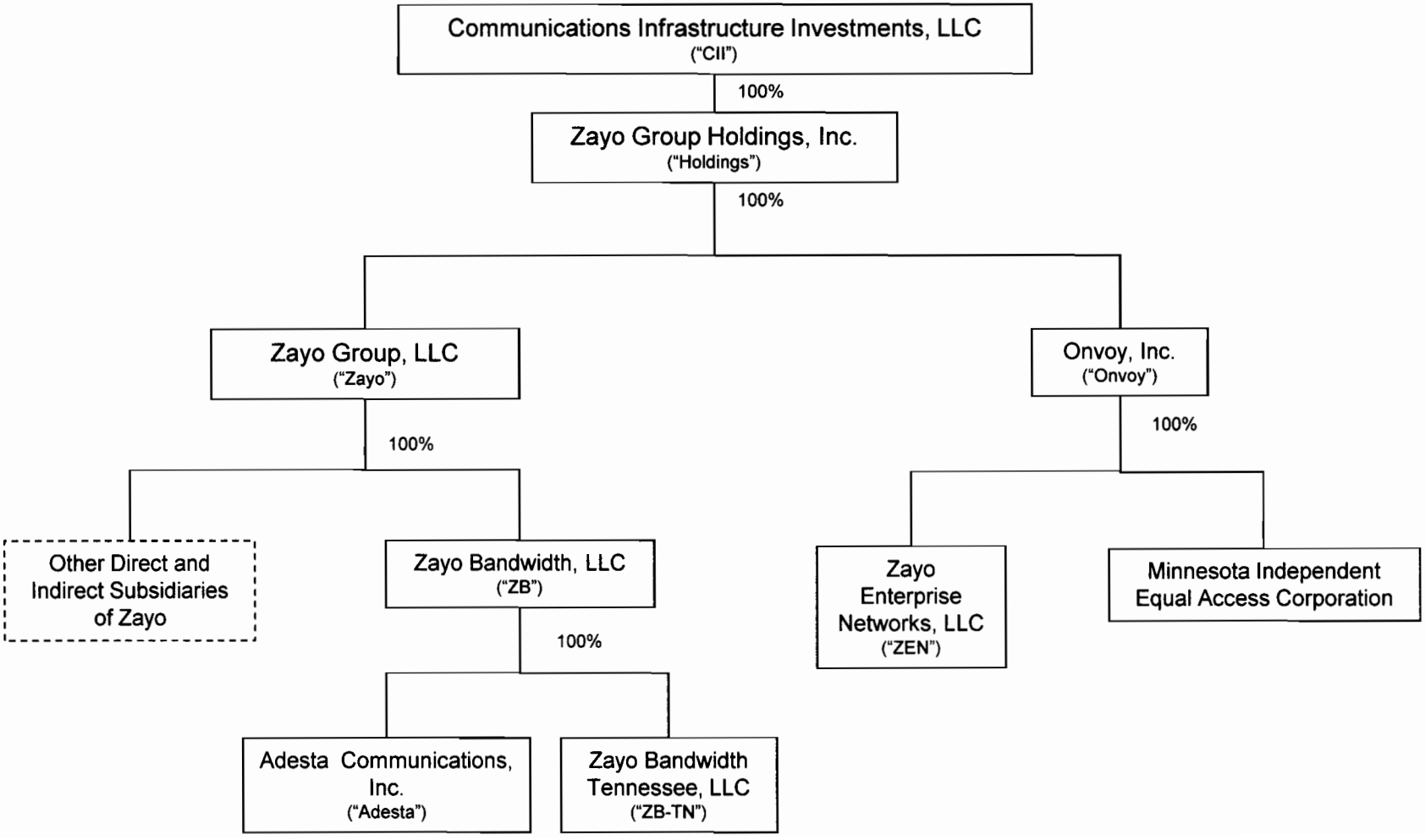

EXHIBIT B

Certificate of Formation

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ZAYO ENTERPRISE NETWORKS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TENTH DAY OF MAY, A.D. 2006, AT 4:13 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "VOICEPIPE COMMUNICATIONS, INC." TO "VOICEPIPE COMMUNICATIONS, LLC", FILED THE SEVENTH DAY OF NOVEMBER, A.D. 2007, AT 3:09 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE SEVENTH DAY OF NOVEMBER, A.D. 2007, AT 3:09 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "VOICEPIPE COMMUNICATIONS, LLC" TO "ZAYO MANAGED SERVICES, LLC", FILED THE TWENTIETH DAY OF JUNE, A.D. 2008, AT 1:38 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ZAYO MANAGED SERVICES, LLC" TO "ZAYO ENTERPRISE NETWORKS, LLC", FILED THE TWELFTH DAY OF MAY, A.D. 2009, AT 12:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE

Jeffrey W. Bullock, Secretary of State

4156637 8100H

090460331

AUTHENTICATION: 7296351

DATE: 05-12-09

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

AFORESAID LIMITED LIABILITY COMPANY, "ZAYO ENTERPRISE NETWORKS, LLC".

4156637 8100H

090460331

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7296351

DATE: 05-12-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:25 PM 05/10/2006
FILED 04:13 PM 05/10/2006
SRV 060442494 - 4156637 FILE

CERTIFICATE OF INCORPORATION
OF
VOICEPIPE COMMUNICATIONS, INC.

The undersigned, a natural person (the "**Sole Incorporator**"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

I.

The name of this corporation is VoicePipe Communications, Inc. (the "**Company**").

II.

The address of the registered office of the Company in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware, 19801, and the name of the registered agent of the Company in the State of Delaware at such address is The Corporation Trust Company.

III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("**DGCL**").

IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is one thousand shares (1,000), each having a par value of one-tenth of one cent ($0.001).

V.

A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws of the corporation.

B. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the corporation.

VI.

A. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent under applicable law. To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the corporation (and any other persons to which the DGCL permits the corporation to provide indemnification) through the provisions of the Bylaws of the corporation, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by applicable DGCL (statutory or non-statutory), with respect to actions for breach of duty to the corporation, its stockholders, and others.

B. This Article VI shall not affect any provision permitted under the DGCL in the Certificate of Incorporation, Bylaws or contract or resolution of the corporation indemnifying or agreeing to indemnify a director or officer against personal liability. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

VIII.

The name and the mailing address of the Sole Incorporator is as follows:

Scott E. Beer
VP and General Counsel
ICG Communications, Inc.
9800 Mt. Pyramid Court, Suite 250
Englewood, Colorado 80112

IN WITNESS WHEREOF, this Certificate has been subscribed this 10th day of May, 2006 by the undersigned, who affirms that the statements made herein are true and correct.

/s/Scott E. Beer
SCOTT E. BEER
SOLE INCORPORATOR

CERTIFICATE OF CONVERSION
OF
VOICEPIPE COMMUNICATIONS, INC.
TO
VOICEPIPE COMMUNICATIONS, LLC

In accordance with the provisions of Section 266 of the Delaware General Corporation Law, **VoicePipe Communications, Inc.**, a corporation existing under the laws of the State of Delaware (the "**Converting Corporation**"), hereby adopts and authorizes for filing with the Delaware Secretary of State, this Certificate of Conversion (this "**Certificate**") for the purpose of converting the Converting Corporation into a limited liability company organized under the laws of the State of Delaware named **VoicePipe Communications, LLC** (the "**New Company**").

The undersigned, a duly authorized officer of the Converting Corporation, certifies as follows:

1. The Converting Corporation is a corporation organized under the laws of the State of Delaware.

2. The name of the Converting Corporation immediately prior to the conversion and subsequent filing of this Certificate is VoicePipe Communications, Inc.

3. The date the Converting Corporation was organized under the laws of the State of Delaware is May 10, 2006.

4. The name of the New Company as set forth in its Certificate of Formation is VoicePipe Communications, LLC.

This Certificate is executed by the undersigned authorized officer of the Converting Corporation as of November 7, 2007.

VOICEPIPE COMMUNICATIONS, INC.,
a Delaware corporation

By: _____
Name: John L. Scarano
Title: Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:14 PM 11/07/2007
FILED 03:09 PM 11/07/2007
SRV 071200394 - 4156637 FILE

CERTIFICATE OF FORMATION
OF
VOICEPIPE COMMUNICATIONS, LLC

TO THE SECRETARY OF STATE
OF THE STATE OF DELAWARE:

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act") hereby certifies that:

ARTICLE I

NAME

The name of the limited liability company is VoicePipe Communications, LLC (the "**Company**").

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office and the name and address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle.

IN WITNESS WHEREOF, the undersigned authorized agent of the Company has executed this Certificate of Formation as of the 7th day of November, 2007.

By: /s/Scott E. Beer
Name: Scott E. Beer
Title: Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:42 PM 06/20/2008
FILED 01:38 PM 06/20/2008
SRV 080713887 - 4156637 FILE

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF FORMATION OF VOICEPIPE COMMUNICATIONS, LLC

VoicePipe Communications, LLC, a limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act, as amended (the "**Act**"), does hereby certify:

FIRST: The name of the Company is VoicePipe Communications, LLC (the "**Company**").

SECOND: The date on which the Certificate of Formation of the Company was originally filed with the Secretary of State of the State of Delaware is November 7, 2007.

THIRD: Pursuant to provisions of Section 18-202 of the Act, Article I of the Certificate of Formation of the Company is hereby amended and restated to read in its entirety as follows:

"The name of the limited liability company is Zayo Managed Services, LLC."

IN WITNESS WHEREOF, this Certificate of Amendment has been subscribed this 20th day of June, 2008 by the undersigned who affirms that the statements made herein are true and correct.

/s/ Scott E. Beer
SCOTT E. BEER
Vice President, General Counsel and Secretary

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF FORMATION OF ZAYO MANAGED SERVICES, LLC

Zayo Managed Services, LLC, a limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act, as amended (the "**Act**"), does hereby certify:

FIRST: The name of the Company is Zayo Managed Services, LLC (the "**Company**").

SECOND: The date on which the Certificate of Formation of the Company was originally filed with the Secretary of State of the State of Delaware is November 7, 2007 under the name Voicepipe Communications, LLC. The Company filed a Certificate of Amendment to the Certificate of Formation with the Secretary of State of the State of Delaware on June 20, 2008.

THIRD: Pursuant to provisions of Section 18-202 of the Act, Article I of the Certificate of Formation of the Company is hereby amended and restated to read in its entirety as follows:

"The name of the limited liability company is Zayo Enterprise Networks, LLC."

IN WITNESS WHEREOF, this Certificate of Amendment has been subscribed this 12th day of May, 2009 by the undersigned who affirms that the statements made herein are true and correct.

/s/ Scott E. Beer
SCOTT E. BEER
Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:01 PM 05/12/2009
FILED 12:49 PM 05/12/2009
SRV 090459809 - 4156637 FILE

EXHIBIT C

Authority to Transact Business

FILED

2009 MAY 15 AM 8:23

State of Tennessee

Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR CERTIFICATE OF AUTHORITY
(Limited Liability Company)

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-249-903 of the Tennessee Revised Limited Liability Company Act, the undersigned limited liability company submits the following application for a Certificate of Authority to transact business in the State of Tennessee and for that purpose submits the following statements:

1. The name of the Limited Liability Company is: Zayo Enterprise Networks, LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).

2. The Limited Liability Company was formed under the laws of the State of: Delaware

and the date of its formation is: November 7, 2007 (month, day and year)

3. The complete street address (including zip code) of its principal executive office is:

901 Front Street, Suite 200 | Louisville, Colorado | 80027
Street | City/State | Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee is:

800 S. Gay Street, Suite 202 | Knoxville-TN | Knox | 37929
Street | City/State | County | Zip Code

The name of its registered agent at that office is: CT Corporation System

5. If the provisions of TCA §48-249-909(f) (relating to foreign limited LLC's only) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing, if more than six (6): _____

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year): _____. **NOTE:** Additional filing fees may apply. See section 48-249-903(f).

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

May 13, 2009
Signature Date

Vice President, General Counsel and Secretary
Signer's Capacity

Zayo Enterprise Networks, LLC
Name of Limited Liability Company

Signature

Scott E. Beer
Name (typed or printed)

SE-4253 Rev. 09/13 — Filing Fee: $50 per member; minimum fee=$300, maximum fee=$3,000

EXHIBIT D

Management Biographies

Exhibit D

ZAYO ENTERPRISE NETWORKS, LLC
APPLICATION FOR A CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY

Management Biographies

Fritz Hendricks, President
Fritz Hendricks has more than 27 years of experience in the telecommunications industry. Fritz was COO prior to becoming the president of Onvoy, Inc. As COO of Onvoy he was responsible for Engineering, Operations, Information Technology, Product Innovations, Product Management, Market Development and Customer Care.

Fritz started his career working at Cox Communications delivering competitive telecom services using a hybrid fiber coax system. After Cox, he had a 17 year career with US WEST (now Qwest) where he held leadership positions in center and field operations, next generation business and technology planning, engineering, and systems automation culminating as the Vice President of Operations for Qwest Global Services.

Fritz has served as the Chairman of the Minnesota Telecom Alliance Technology and Engineering Board and on the Best Prep Tech Corp Board of Directors, a non-profit organization that supports the advancement of technology education in public schools.

Fritz holds a Bachelor of Science degree from the University of Bellevue and is a graduate of the Carnegie Mellon Information Networking Institute for Advance Telecommunication Innovation.

Michael Donahue, Chief Financial Officer
Michael Donahue has more than 23 years of experience in the telecommunications industry and been with Onvoy since 2008. Prior to joining Onvoy Voice Services, Mike was VP of Finance/Treasurer at Eschelon Telecom and was also VP of Accounting/Controller. Mike was one of the original employees at Eschelon and had at various times responsibilities over all aspects of Finance and Accounting including the companies Initial Public Offering and successful sale to Integra Telecom.

Prior to Eschelon, Mike worked at Enhanced TeleManagement and Frontier in various Accounting and Finance management roles.

Mike holds an MBA in Finance and BSB degree in Accounting – both from the Carlson School of Business at the University of Minnesota and is a Certified Public Accountant.

Scott Sawyer, General Counsel
Scott joined Onvoy in 2009. He has over 20 years of experience representing telecommunications carriers in legal and regulatory matters. Before joining Onvoy, Mr. Sawyer was engaged in private practice, where he provided legal and regulatory advice to competitive local exchange carriers and network providers.

Before that, Scott served as Vice President of Regulatory Affairs and Counsel for Conversent Communications, where he was responsible for all advocacy before the FCC, Congress, and state public utility commissions; for compliance with laws, rules and regulations; for the negotiation and arbitration of interconnection agreements and other commercial contracts; and for supporting sales, engineering, customer care, and finance.

Scott has a law degree from Northeastern University, a Masters in Public Affairs from the University of Texas and a BA from Bowdoin College.

Lee Rainey, Vice President and General Manager

Prior to joining Zayo, Lee Rainey was President and CEO of his own company, C-Level Consulting Services, working for Target as a Human Resources Consultant, an executive coach for Change Masters, and a sales trainer for IMPAX, Inc.

His 30 + years in telecommunications consist of multiple positions in sales: Sales Vice President and Market Vice President for ADC/TYCO plus the following sales director positions at US WEST-- Director of Sales-Internet Service Provider Solutions, Director of Sales and Service, Major Markets Sales Director, Director of Sales and Marketing Assessment, and Director of Distributor Marketing.

In addition to serving on numerous Boards of Directors (Summit Academy Advisory Board, President of UNI Alumni Association, Board of Directors Urban Ventures), he has been an adjunct professor for St. Mary's University instructing classes at the graduate level in Human Resources. Lee's educational background includes a Bachelor of Arts Degree in History and a Masters Degree in School Administration from the University of Northern Iowa, as well as executive education through Columbia University and the University of Minnesota Carlson School of Management.

Dave Pruse, Director of Sales and Customer Engineering

Dave Pruse serves as the Director of Sales and Customer Engineering at Zayo Enterprise. Dave joined Onvoy (purchased by Zayo in 2007) in 2006. His primary responsibility involves managing the sales organization across all ZEN markets. Prior to leading the sales team Dave held several positions within Onvoy/Zayo including Senior Network Engineer and Solutions Engineering Manager.

Dave has over 18 years of experience in the voice communications industry which began in the U.S. Navy. After the Navy, Dave worked in the wireless industry for Sprint PCS, ATT Wireless, and Midwest Wireless before joining Onvoy. Through various roles in these organizations Dave has built a solid technical foundation that serves him well in his management role.

Andrea Nyhus, Controller
Andrea joined Onvoy's Accounting Department in 2003 and has overseen both the Accounting and Finance Departments. In 2009, Andrea became the Controller for Zayo Enterprise Networks. Prior to Zayo Enterprise Networks Andrea worked in public accounting for three years.

Andrea holds an MBA from the University of St. Thomas and a B.S. in Accounting and Finance from Iowa State University.

John Sleen, Manager of Provisioning and Customer Care
John has more than 12 years experience in the telecommunications industry. He joined Onvoy in 1999 as a NOC Technician and gradually worked his way into the prototype NOC, supporting and developing the VoIP product offered by Zayo Enterprise Networks today. John worked as a Voice Engineer beginning in 2005 with responsibilities that included new customer installation, and support of the existing customer base. In 2009, John took over management of the Provisioning and Customer Care teams within Zayo Enterprise Networks.

In his current role, John is responsible for new customer installations of all Zayo Enterprise Networks products and services. He is also responsible for managing the Customer Care team which is responsible for all move, add, change and disconnect orders.

Randy Bilderback, Manager - Engineering and Information Technology
Randy Bilderback has 19 years of experience in the IT field including 11 years of experience in communication services.

In his current role, Randy is responsible for systems and network engineering associated with our voice, video, private data, Internet, co-location and hosting services. He is also responsible for internal IT services and support.

Randy started at Minnesota Regional Network (MRNet) as a Systems Administrator and has held various technical roles in IT, engineering, and sales.

Randy holds a Bachelor of Science degree in Computer Science from the University of Wisconsin - Eau Claire.

Jerod Stephenson, Director of Support Services
Jerod has been with Zayo Enterprise Networks since 2008, and has 19 years experience in the telecommunications industry, ranging across Sales, Customer Service and Trouble Management positions. Jerod currently oversees the Zayo Enterprise Networks Network Operation Center and Field Service Installation teams.

Prior to joining Zayo Enterprise Networks Jerod spent ten years with Eschelon Telecom, Inc. where he served as Customer Operations Manager until Eschelon was acquired by Integra Telecom.

Kelly Swanson, Product Manager
Kelly has over 15 years of experience in the telecommunications field. Kelly has previously worked at U S West and Qwest where he held senior network engineering positions in Operations, supporting Managed Services for global clients utilizing MPLS, Frame Relay, ATM, and DSL services. Kelly joined Onvoy as Lead Sales Engineer in 2002, moving to Product Management in 2004, joining Zayo when Onvoy was acquired in 2007.

Kelly holds a Bachelor of Arts degree from Stanford University.

EXHIBIT E

Audited Financial Statements of Onvoy

[CONFIDENTIAL]

This information contains confidential, proprietary, and sensitive information and is therefore filed under seal.

Consolidated Financial Statements and Report of Independent Certified Public Accountants

Onvoy, Inc. (dba Onvoy Voice Services)

June 30, 2010

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Report of Independent Certified Public Accountants

Management and Shareholder
Onvoy, Inc.

We have audited the accompanying consolidated balance sheet of Onvoy, Inc, (a Minnesota corporation) dba Onvoy Voice Services ("Onvoy" or "Company") as of June 30, 2010, and the related consolidated statements of operations, stockholder's equity and cash flows for the period from March 12, 2010 (date of spin-off) to June 30, 2010. These consolidated statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Onvoy, Inc. as of June 30, 2010 and the results of its operations and its cash flows for the period from March 12, 2010 (date of spin-off) to June 30, 2010, in conformity with accounting principles generally accepted in the United States of America.

Grant Thornton LLP

Minneapolis, Minnesota
September 23, 2010

FINANCIAL STATEMENTS

Onvoy, Inc.

CONSOLIDATED BALANCE SHEET

	As of June 30, 2010 (In thousands)
Assets	
Current assets	
Cash and cash equivalents	$ 1,610
Trade receivables, net of allowances of $160	5,956
Other receivables	552
Prepaid expenses	172
Deferred income taxes	1,772
Total current assets	10,062
Property and equipment, net of accumulated depreciation of $6,891	17,594
Intangible assets, net of accumulated amortization of $2,366	4,469
Deferred income taxes	15,071
Other assets	887
Total assets	$ 48,083
Liabilities and shareholder's equity	
Current liabilities	
Accounts payable	$ 2,996
Accrued liabilities	3,641
Due to affiliates	841
Total current liabilities	7,478
Share based compensation	956
Deferred revenue	303
Other long-term liabilities	135
Total liabilities	8,872
Stockholder's equity	
Common stock, 1,000 shares authorized, issued and outstanding	-
Additional paid in capital	38,303
Retained earnings	908
Total stockholder's equity	39,211
Total liabilities and stockholder's equity	$ 48,083

The accompanying notes are an integral part of these consolidated financial statements.

Onvoy, Inc.

CONSOLIDATED STATEMENT OF OPERATIONS

	Period from March 12, 2010 to June 30, 2010 (in thousands)
Revenue	$ 14,909
Operating costs and expenses	
Operating costs, excluding depreciation and amortization	7,800
Selling, general and administrative expenses	4,041
Share based compensation	332
Depreciation and amortization	1,005
Total operating costs and expenses	13,178
Operating income	1,731
Other income (expense)	
Interest expense	(30)
Total other expense, net	(30)
Income before income taxes	1,701
Provision for income taxes	793
Net income	$ 908

The accompanying notes are an integral part of these consolidated financial statements.

Onvoy, Inc.

CONSOLIDATED STATEMENT OF STOCKHOLDER'S EQUITY

	Period from March 12, 2010 to June 30, 2010			
	Common stock	Additional paid in capital	Retained earnings	Total stockholder's equity
	(In thousands)			
Balance at March 11, 2010 (spin-off date)	$ -	$ 42,539	$ -	$ 42,539
Distributions to Zayo Group Holdings, Inc. (cash)	-	(2,800)	-	(2,800)
Distributions to Zayo Group Holdings, Inc. (non-cash)	-	(1,436)	-	(1,436)
Net income	-	-	908	908
Balance at June 30, 2010	$ -	$ 38,303	$ 908	$ 39,211

The accompanying notes are an integral part of these consolidated financial statements.

Onvoy, Inc.

CONSOLIDATED STATEMENT OF CASH FLOWS

	Period from March 12, 2010 to June 30, 2010 (in thousands)
Cash flows from operating activities	
Net income	$ 908
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	1,005
Reversal of provision for doubtful accounts	(171)
Share based compensation	332
Deferred taxes	684
Changes in operating assets and liabilities, subsequent to spin-off:	
Receivables	8
Prepaid expenses	54
Accounts payable and accrued liabilities	2,465
Affiliate transactions	(112)
Other liabilities	(1,453)
Net cash provided by operating activities	3,720
Cash flows from investing activities	
Dividend from investment	265
Purchases of property and equipment, net	(81)
Net cash provided by investing activities	184
Cash flows from financing activities	
Distributions to parent	(2,800)
Net cash used in financing activities	(2,800)
Net increase in cash and cash equivalents	1,104
Cash and cash equivalents, beginning of period	506
Cash and cash equivalents, end of period	$ 1,610
Supplemental disclosure of cash flows information	
Cash paid for interest	$ 30
Cash paid for income taxes	$ -

The accompanying notes are an integral part of these consolidated financial statements.

Onvoy, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2010

NOTE A – ORGANIZATION AND DESCRIPTION OF BUSINESS

Onvoy, Inc. (dba Onvoy Voice Services, Inc.) ("Onvoy" or the "Company") is headquartered in Minneapolis, Minnesota, and operates a switching infrastructure to offer wholesale voice services to other telecommunications providers in the United States. The Company is wholly owned by Zayo Group Holdings, Inc. ("Holdings"), which in turn is wholly owned by Communications Infrastructure Investments, LLC ("CII").

The Company was acquired by Zayo Group, LLC ("Zayo Group") on November 7, 2007 and operated as a wholly owned subsidiary of Zayo Group until March 11, 2010. On March 11, 2010 Onvoy was spun-off from Zayo Group to become a wholly owned subsidiary of Holdings, the immediate parent of both the Company and Zayo Group.

NOTE B – SPIN-OFF FROM ZAYO GROUP

On March 11, 2010, all of the issued and outstanding capital stock of the Company was distributed to Holdings. As the transaction was between entities under common control, the assets and liabilities transferred to Holdings were transferred at their historical cost. As of the spin-off date the historical book value of the Company's assets was $48,489 and the book value of the Company's liabilities was $5,950. The net book value of the Company on the spin-off date of $42,539 was assigned to the Company and recorded as additional paid-in capital as of March 11, 2010. Subsequent to the spin-off, additional paid in capital was adjusted to reflect $1,436 of additional non-cash distribution to Holdings.

NOTE C – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements include all the accounts of the Company and its wholly owned subsidiary, Minnesota Independent Equal Access Corporation. The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("US GAAP").

Unless otherwise noted, amounts and disclosures throughout our Notes to the Consolidated Financial Statements are presented in thousands.

NOTE C – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES – Continued

Estimates and Assumptions

The preparation of the Company's consolidated financial statements in conformity with US GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Significant estimates are used when establishing allowances for doubtful accounts, reserves for disputed line cost billings, determining useful lives for depreciation and amortization, assessing the need for impairment charges, accounting for income taxes and various other items. The Company evaluates these estimates and judgments on an ongoing basis and bases its estimates on historical experience, current conditions and various other assumptions that are believed to be reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying values of assets and liabilities as well as identifying and assessing the accounting treatment with respect to commitments and contingencies. Actual results may differ from these estimates under different assumptions or conditions.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less when purchased to be cash and cash equivalents. These investments consist of money market funds. Periodically, balances in the accounts are in excess of federally insured limits, however, the Company has not experienced any losses on such balances.

Property and Equipment

The Company's property and equipment includes property and equipment in service or under construction or development.

Property and equipment is recorded at historical cost. Costs associated directly with network construction, service installations and development of business support systems, including employee related costs, are capitalized. Depreciation is calculated on a straight-line basis over the assets' estimated useful lives, which are determined based on historical usage with consideration given to technological changes, trends in the industry and other economic factors that could impact the network architecture and asset utilization.

NOTE C – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES – Continued

The Company provides for the impairment of long-lived assets pursuant to the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 360-10-35 which requires that long-lived assets and certain identifiable intangibles held and used by an entity be reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of its assets may not be recoverable. An impairment loss is recognized when the assets' carrying value exceeds both the assets' estimated undiscounted future cash flows, excluding interest, and the assets' estimated fair value. Measurement of the impairment loss is then based on the estimated fair value of the assets. Considerable judgment is required to project such future cash flows and, if required, to estimate the fair value of the long-lived assets and the amount of the impairment. As of June 30, 2010, no long-lived assets were deemed to be impaired.

Intangibles

The Company accounts for intangible assets with estimable useful lives in accordance with ASC 350. ASC 350 requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

Indefinite lived intangible assets are reviewed for impairment at least annually in accordance with the provisions of FASB ASC 350.

No impairment charge was recorded for the period from March 12, 2010 to June 30, 2010.

Revenue Recognition and Trade Receivables

The Company recognizes revenue when the service is provided to the customer. Most revenue is billed in arrears on a transactional basis determined by customer usage. The remainder is billed in advance on a fixed rate basis.

The Company recognizes revenue at the amount it expects to realize, which includes billing and service adjustments. Valuation allowances for uncollectible trade receivables are established through a charge to selling, general and administrative expenses. The Company assesses the adequacy of this allowance periodically, evaluating general factors such as the length of time individual receivables are past due, historical collection experience, the economic and competitive environment, and changes in the credit worthiness of customers. The Company also assesses the ability of specific customers to meet their financial obligations and establishes specific valuation allowances based on the amount the Company expects to collect from these customers, as considered necessary. If circumstances relating to specific customers change or economic conditions improve or worsen such that past collection experience and assessment of the economic environment are no longer relevant, the estimate of the recoverability of the Company's trade receivables may change.

NOTE C – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES – Continued

Network Facilities

The Company leases certain network facilities, primarily circuits, from other telecommunications companies to augment its owned infrastructure for which it is generally billed a fixed monthly fee. The Company also uses the facilities of other carriers for which it is billed on a usage basis.

The Company recognizes the cost of these facilities or services when it is billed in accordance with contractual requirements. The Company disputes incorrect billings. The most prevalent types of disputes include disputes for circuits that are not disconnected on a timely basis and usage bills with incorrect or inadequate call detail records. Depending on the type and complexity of the issues involved, it may take several quarters to resolve disputes.

In determining the amount of such operating expenses and related accrued liabilities to reflect in its financial statements, the Company considers the adequacy of documentation of disconnect notices, compliance with prevailing contractual requirements for submitting such disconnect notices and disputes to the provider of the facilities, and compliance with its interconnection agreements with these carriers. Significant judgment is required in estimating the ultimate outcome of the dispute resolution process, as well as any other amounts that may be incurred to conclude the negotiations or settle any litigation.

Share Based Compensation

Certain members of management participate in a stock compensation plan sponsored by the Company's parent. The Company accounts for share-based compensation in accordance FASB ASC 718. ASC 718 requires that all share based compensation be recognized as an expense in the financial statements and that such cost be measured at the fair value of the award and recognized over the vesting period of the award.

The units granted to certain employees of the Company are common units of CII, the parent of Holdings, and are considered profits interests and are similar in substance to a profit-sharing plan. As such, the Company accounts for these awards as a share based compensation liability and re-measures the liability at each reporting date until the date of settlement.

The Common units vest according to the following schedule: 1/4th in the 12th month and 1/48th in each of the next 36 months or immediately five months after the consummation of a sale of the Company. As the common units entitle the holder to share in CII's profits and to share upon liquidation but subordinate to the rights of preferred unit holders. The Company measures liabilities incurred under share based payment arrangements at fair market value. As of June 30, 2010 the Company had accrued $956 related to share based compensation expense. During the period from March 11, 2010 to June 30, 2010 the Company recognized $332 in share based compensation expense.

NOTE C – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES – Continued

Other Assets

The Company has $887 in A-Stock from CoBank which is accounted for under the cost method of accounting. This method requires the Company to periodically evaluate whether a non-temporary decrease in value of the investment has occurred, and if so, to write this investment down to its net realizable value.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC 740. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that includes the enactment date.

The Company records interest related to unrecognized tax benefits in interest expense and penalties in selling, general, and administrative expenses.

The Company is subject to audit by various taxing authorities, and these audits may result in proposed assessments where the ultimate resolution results in the Company owning additional taxes. The Company is required to establish reserves under FASB ASC 740-10, when the Company believes there is uncertainty with respect to certain positions and the Company may not succeed in realizing the tax benefit. The Company adopted FASB ASC 740-10-25 during the current period. In accordance with ASC 740-10-25 the Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. Prior to the adoption of ASC 740-10-25, the Company recognized the effect of income tax positions only if such positions were probable of being sustained. The application of income tax law is inherently complex, as such; it requires many subjective assumptions and judgments regarding income tax exposures. Interpretations of and guidance surrounding income tax laws and regulations change over time; as such, changes in these subjective assumptions and judgments can materially affect amounts recognized in the balance sheets and statements of earnings. Upon adopting 740-10-25, the Company had no unrecognized tax benefits which would affect the effective tax rate if recognized. At June 30, 2010, there were no unrecognized tax benefits. Interest and penalties arising from the underpayment of income taxes are recorded in the statement of operations under selling, general and administrative expenses. As of June 30, 2010, there was no accrued interest or penalties related to uncertain tax positions.

NOTE D – SUPPLEMENTAL STATEMENT OF CASH FLOWS INFORMATION

Supplemental information regarding non-cash transactions is as follows:

Distribution to Zayo Group Holdings, Inc.	$ 1,436

The Company had approximately $740 of accrued capital expenditures as of June 30, 2010. The Company has adjusted the total purchases of property and equipment by this amount to reflect the cash amount paid during the period from March 12, 2010 to June 30, 2010.

NOTE E – PROPERTY AND EQUIPMENT

Property and equipment was comprised of the following at June 30, 2010:

Asset Type	Estimated useful lives (in years)	
Buildings improvements and site prep improvements	15	$ 1,437
Furniture, fixtures and office equipment	7	687
Computer hardware	3 to 5	820
Software	3	1,976
Machinery and equipment	7	361
Fiber optic equipment	8	2,904
Circuit switch equipment	10	6,034
Packet switch equipment	5	3,096
Fiber optic network	20	3,480
Depreciable property and equipment		20,795
Land	N/A	2,898
Construction in progress	N/A	792
Total property and equipment		24,485
Less accumulated depreciation		(6,891)
Net book value		$17,594

Total depreciation expense during the period from March 12, 2010 to June 30, 2010 was $894.

NOTE F – INTANGIBLE ASSETS

Intangible assets consist of the following items at June 30, 2010:

	Gross amount	Accumulated amortization	Net amount
Definite-lived:			
Customer relationships	$4,723	$2,274	$2,449
Non-compete agreements	191	92	99
	4,914	2,366	2,548
Indefinite-lived:			
Trademarks/tradenames	1,921	-	1,921
	$6,835	$2,366	$4,469

The amortization of intangible assets for the period from March 12, 2010 to June 30, 2010 was $111. Estimated future amortization of intangible assets is as follows:

Year ending June 30,	
2011	$ 764
2012	764
2013	764
2015	256
	$2,548

Customer relationships are being amortized on a straight-line basis over six years. Non-compete agreements are being amortized on a straight-line basis over the expected period of the contracts. Trademarks assets are indefinite lived intangible assets and are not amortizable but reviewed for impairment on an annual basis.

NOTE G – LONG-TERM DEFERRED REVENUE

Long-term deferred revenue totaling $303 as of June 30, 2010 consisted of a mortgage agreement and grant agreement with the City of Halstad. These agreements with the City of Halstad had been entered into by Onvoy in May 2006, to operate a telecommunications operator service center in Halstad, MN. As an incentive to choose Halstad as the location, the City of Halstad offered both a building and monetary contributions with requirements that Onvoy use the building as a staffed operator service center with specific, minimum full time equivalent employees for ten years. If the Company meets the conditions in the agreement, any obligations to repay the city of Halstad will be reduced over time.

NOTE G – LONG-TERM DEFERRED REVENUE – Continued

Deferred revenue to be reduced as follows:

Year ending June 30,	
2012	$ 61
2013	61
2014	61
2015	60
2016	60
	$303

NOTE H – LEASES

Operating leases

The Company leases office space and equipment under non-cancelable operating leases. Lease expense was $208 for the period from March 12, 2010 to June 30, 2010.

Minimum contractual lease payments due each year on or before June 30 under the Company's long-term operating leases, including payments for the leased facility included in the restructuring accrual (see Note L), are as follows:

Year ending June 30,	
2011	$ 672
2012	613
2013	262
	$1,547

NOTE I – INCOME TAXES

The Company is included in a consolidated tax group and is taxed at its parent level. The parent is a holding company with no operations and therefore the tax balances are pushed down to the Company.

The tax effect of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows at June 30, 2010:

Deferred income tax assets	
Net operating loss carryforwards	$21,902
Allowance for doubtful accounts	841
Accrued expenses	1,202
Total deferred income tax assets	23,945
Deferred income tax liabilities	
Property and equipment	5,488
Intangible assets	1,614
Total deferred income tax liabilities	7,102
Net deferred income tax assets	$16,843

The Company has available NOL carryforwards of approximately $54,163 at June 30, 2010. The net operating loss carryforwards expire, if unused, in years 2015 through 2027. On November 7, 2007, Onvoy, Inc. underwent a change in ownership within the meaning of Section 382 of the Internal Revenue Code ("IRC Sec. 382") due to the acquisition by the Zayo Group. As a result, the pre-change net operating losses and tax credit carryforwards are subject to an annual limitation based upon (i) the aggregate fair market value of business operations immediately before the ownership change multiplied by (ii) the federal long-term tax exempt rate (within the meaning of IRC Sec. 382(f)) in effect at that time. Based upon the price paid for the common stock of Onvoy, the annual limitation is approximately $3.5 million. The annual limitation is cumulative. Therefore, if not fully utilized in a year, it is carried forward for utilization in future years.

NOTE J – ACCRUED LIABILITIES

Accrued liabilities included in the following at June 30, 2010:

Accrued bonus	$ 326
Accrued professional fees	265
Accrued payroll	25
Accrued real estate	1,545
Accrued vacation	212
Received purchase orders	278
Other	990
	$3,641

NOTE K – EQUITY

Upon the spin-off of the Onvoy to Holdings, an Additional Paid-in Capital ("APIC") balance of $42,539, which represented the net book value of the assets and liabilities of Onvoy on the spin-off date, was assigned to the Company. The APIC balance was reduced during the period of March 12, 2010 through June 30, 2010 as a result of cash distribution to Holdings totaling $2,800. The APIC balance was also reduced by $1,436 in non-cash distributions to Holdings. The non-cash distributions to Holdings are comprised of the following:

- A reduction to APIC of $236 related to the settlement of an affiliate receivable from Holdings;
- A reduction to APIC of $1,200 related to Zayo Group's utilization of Onvoy's net operating loss carryforwards.

NOTE L – COMMITMENTS AND CONTINGENCIES

Acquired leases

With its acquisition of Onvoy, Inc. on November 7, 2007, Zayo Group, LLC assumed an operating lease and related operating costs associated with the building at 300 South Highway 169, St. Louis Park, MN. As part of the acquisition, Zayo Group, LLC planned on exiting the unused portion of this facility as a portion of the lease was determined to be an idle facility. Zayo Group, LLC recorded a restructuring accrual of $2,857 for the estimated fair value of the remaining payments relating to the lease in accordance with EITF 95-3, *Recognition of Liabilities in Connection with a Purchase Business Combination.* In connection with the spin-off, the Company retained this restructuring liability. During the period from March 12 to June 30, 2010, the Company utilized $153 of this restructuring accrual. The remaining liability at June 30, 2010 was $1,281.

NOTE L – COMMITMENTS AND CONTINGENCIES – Continued

Legal liability reserve

The Company is currently involved in litigation with Sprint that relates to disputed billings. Sprint submitted a written dispute to the Company on May 19, 2009 while the Company was part of the Zayo Group. Sprint's dispute related to Sprint traffic that was delivered by Sprint to the Company and routed by the Company to the proper local exchange carriers over the Company's network and which was invoiced to Sprint in accordance with tariffs filed at the Federal Communications Commission. Sprint disputes the nature of the traffic being delivered to the local exchange carriers as not being eligible for access charges. As of June 30, 2010, Sprint has not made payment for any invoices dating back to May 1, 2009. The Company filed suit against Sprint on June 21, 2010 to collect these invoiced amounts that are due. Sprint also disputes previous invoices amounting to approximately $3 million that had been received by Sprint and paid by Sprint which related to similar traffic. The Company has recognized an estimate of the outcome for resolution with Sprint based on the Company's assessment of the facts and circumstances. The final resolution may be different than what the Company has recorded at June 30, 2010. Subsequent to filing suit against Sprint, the Company has determined that collectability is in doubt and has begun to reserve for all revenue associated with future billings to Sprint effective with fiscal 2011. The Company has recorded legal reserves of $149 at June 30, 2010 for expected legal costs associated with this litigation. The Company may incur additional legal costs in the future depending on the progress of the litigation.

In addition to the Sprint suit and in the normal course of business, there are various outstanding legal proceedings, claims, commitments and contingent liabilities. In the opinion of management, the ultimate disposition of these matters will not have a materially adverse effect on the Company's financial condition.

NOTE M – RELATED PARTY TRANSACTIONS

The Company sells services to Zayo Bandwidth and Zayo Enterprise Networks under contracts executed between those companies. The Company also purchases services from Zayo Bandwidth, Zayo Enterprise Networks, Zayo Colocation and Zayo Group under contracts executed between those companies. The following lists the various services provided to and by Zayo Group and its subsidiaries:

Services provided to Onvoy Voice Services from Zayo Group, LLC

- Transport services for circuits.
- Leases of colocation racks in various markets.
- Fiber and optronics management.
- Hosted PBX and IP services for voice services and dedicated Internet access.

Services provided by Onvoy Voice Services to Zayo Group, LLC

- Agent fee services detailing customer referrals.
- Fiber IRU services related to fiber in Minnesota.
- Transport services covering lit services.

NOTE M – RELATED PARTY TRANSACTIONS – Continued

- Sublease for space in Minneapolis and Plymouth, Minnesota.
- Long distance/toll free services, operator services, directory assistance, local voice services, dedicated PRI and DS-0 services, and switching services.

The Company recognized $739 of revenue and $1,441 of expenses from transactions with Zayo Group during the period from March 12, 2010 to June 30, 2010.

As of June 30, 2010 the Company had a balance due to Zayo Group in the amount of $841.

NOTE N – SUBSEQUENT EVENTS

The Company evaluated its June 30, 2010 consolidated financial statements for subsequent events through September 23, 2010, the date the financial statements were available to be issued. The Company is not aware of any subsequent events which would require recognition or disclosure in the consolidated financial statements, except as noted in the following paragraph.

On September 7, 2010 the Company entered into a Credit Agreement with SunTrust Bank for a $20 million term loan. The note is payable in quarterly installments of $625 beginning on January 1, 2011 through July 1, 2014 with any remaining unpaid principal and interest due on the maturity date of September 5, 2014. The term loan interest rate is equal to the base rate plus 3.5% through September 10, 2010 and then the Company has the option to choose whether the advances are base rate advances or Eurodollar advances. Interest on base rate advances is at the base rate plus 3.5% and interest on Eurodollar advances is at the Eurodollar basis plus 4.5%. The base rate is the highest of (a) the prime rate, (b) the Federal Funds Rate plus 0.5% or (c) the Eurodollar Rate. The Eurodollar basis is equal to the Eurodollar rate divided by one minus the Eurodollar reserve percentage (as defined in the credit agreement). The loan is secured by the Company's assets and the Company is also required to maintain certain financial covenants.

On September 8, 2010, the Company contributed the net proceeds of the term loan to Zayo Holdings, Inc. resulting in a reduction of the Company's retained earnings balance of $2,596, as of September 8, 2010, and a $16,904 reduction to the Company's APIC balance related to the remaining return of capital.

EXHIBIT F

Unaudited Financial Statements and Projected Financial Statements of ZEN

[CONFIDENTIAL]

Applicant's 36 month projected financial statements is included as part of Exhibit F. This information contains confidential, proprietary, and sensitive information and is therefore filed under seal. Applicant will use revenues from its service offerings to finance its operations in Tennessee. Applicant does not anticipate the need to seek financing from additional sources to fund its operations in Tennessee.

This information contains confidential, proprietary, and sensitive information and is therefore filed under seal.

Income Statement - Actual & Forecast
Zayo Enterprise Networks

($ in thousands)	9/30/10 FY 1Q11 CY 3Q10 Actual	12/31/10 FY 2Q11 CY 4Q10 Actual	3/31/11 FY 3Q11 CY 1Q11 Forecast	6/30/11 FY 4Q11 CY 2Q11 Forecast	FY 11	9/30/11 FY 1Q12 CY 3Q11 Forecast	12/31/11 FY 2Q12 CY 4Q11 Forecast	3/31/12 FY 3Q12 CY 1Q12 Forecast	6/30/12 FY 4Q12 CY 2Q12 Forecast	FY 12	9/30/12 FY 1Q13 CY 3Q12 Forecast	12/31/12 FY 2Q13 CY 4Q12 Forecast	3/31/13 FY 3Q13 CY 1Q13 Forecast	6/30/13 FY 4Q13 CY 2Q13 Forecast	FY 13	9/30/13 FY 1Q14 CY 3Q13 Forecast	12/31/13 FY 2Q14 CY 4Q13 Forecast
Revenue																	
MRR	7,579	7,410	5,060	4,988	25,037	4,969	4,971	4,975	4,979	19,895	4,984	4,988	4,991	4,995	19,958	4,999	5,002
Credits/adjustments	(149)	(87)	(45)	(45)	(326)	(45)	(45)	(45)	(45)	(179)	(45)	(45)	(45)	(45)	(179)	(45)	(45)
Usage	382	416	378	373	1,549	372	372	372	372	1,488	373	373	373	373	1,492	374	374
IRU	2				2												
Termination revenue	21	10			30												
Amortized install revenue	34	44	14	13	105	13	12	12	12	49	11	10	9	8	37	7	6
NRR	76	68	54	55	253	56	57	58	58	229	58	58	58	58	231	58	58
Intercompany	222	228	91	91	632	91	91	91	91	365	91	91	91	91	365	91	91
Total Revenue	8,166	8,088	5,553	5,475	27,282	5,456	5,459	5,463	5,468	21,847	5,471	5,475	5,478	5,480	21,904	5,483	5,486
Operating Costs																	
MRC	3,005	2,977	2,485	2,403	10,870	2,359	2,326	2,295	2,263	9,243	2,231	2,199	2,167	2,135	8,732	2,103	2,070
Credits/adjustments	()																
Usage	25	43	27	29	123	20	20	20	20	79	20	20	20	20	79	20	20
IRU																	
Termination costs																	
Amortized install costs	95	95	43	41	274	35	29	25	19	107	15	14	12	11	52	10	9
NRC	29	75	49	49	201	51	52	52	52	206	52	52	52	52	208	52	52
Intercompany	700	719	456	456	2,332	456	456	456	456	1,825	456	456	456	456	1,825	456	456
Total Operating Costs	3,853	3,909	3,060	2,978	13,800	2,921	2,882	2,847	2,809	11,459	2,774	2,740	2,707	2,674	10,895	2,641	2,608
Gross Profit	4,313	4,179	2,493	2,497	13,482	2,536	2,577	2,617	2,659	10,387	2,697	2,734	2,771	2,806	11,009	2,842	2,878
Gross margin	53%	52%	45%	46%	49%	46%	47%	48%	49%	48%	49%	50%	51%	51%	50%	52%	52%
Selling, General and Administrative																	
Compensation & benefits	2,007	1,897	1,035	1,103	6,042	1,102	1,102	1,102	1,102	4,408	1,102	1,102	1,102	1,102	4,408	1,102	1,102
Sales & agent commissions	480	536	347	360	1,723	362	373	383	392	1,510	401	410	419	427	1,658	435	443
Network operations	307	380	88	88	862	88	88	88	88	351	88	88	88	88	351	88	88
Bad debt	(47)	69	61	60	143	60	60	60	60	240	60	60	60	60	241	60	60
Other SG&A	342	373	372	357	1,444	350	352	349	349	1,402	349	351	349	349	1,400	349	351
Transaction costs		17			17												
Loss/(gain) on operating assets																	
Intercompany																	
Total Selling, General and Administrative	3,088	3,273	1,903	1,967	10,231	1,962	1,975	1,982	1,992	7,911	2,001	2,012	2,018	2,027	8,058	2,035	2,045
Other Operating Expenses																	
Stock-based compensation	196	136			332												
Depreciation	650	575	457	465	2,146	472	479	486	494	1,931	501	508	515	522	2,046	529	536
Amortization	359	353	353	353	1,418	353	353	353	353	1,411	353	353	353	353	1,411	353	353
Total Other Operating Expenses	1,205	1,064	809	818	3,896	825	832	839	846	3,342	854	861	868	875	3,458	882	889
Total Operating Costs and Expenses	4,293	4,337	2,713	2,785	14,127	2,787	2,807	2,821	2,838	11,253	2,854	2,873	2,887	2,902	11,516	2,917	2,934
Operating Income	20	(157)	(220)	(288)	(645)	(252)	(230)	(204)	(179)	(865)	(157)	(138)	(116)	(96)	(507)	(75)	(55)
Operating income margin	0%	-2%	-4%	-5%	-2%	-5%	-4%	-4%	-3%	-4%	-3%	-3%	-2%	-2%	-2%	-1%	-1%
Other Income & Expense																	
Interest (income)	()	()			()												
Interest expense																	
Other (income)																	
Other expense																	
Loss on extinguishment of debt																	
Total Other Income & Expense	()	()			()												
Provision for income tax																	
Net income/(loss) from continuing operations	20	(157)	(220)	(288)	(645)	(252)	(230)	(204)	(179)	(865)	(157)	(138)	(116)	(96)	(507)	(75)	(55)
Income/(loss) from discontinued operations, net of tax																	
Net income/(loss)	20	(157)	(220)	(288)	(645)	(252)	(230)	(204)	(179)	(865)	(157)	(138)	(116)	(96)	(507)	(75)	(55)
Add backs to net income/(loss) from continuing operations																	
Total other income & expense	()	()			()												
Provision for income tax																	
Depreciation	650	575	457	465	2,146	472	479	486	494	1,931	501	508	515	522	2,046	529	536
Amortization	359	353	353	353	1,418	353	353	353	353	1,411	353	353	353	353	1,411	353	353
Loss/(gain) on operating assets																	
Transaction costs		17			17												
Stock-based compensation	196	136			332												
Total Add Backs	1,205	1,081	809	818	3,913	825	832	839	846	3,342	854	861	868	875	3,458	882	889
Adjusted EBITDA from continuing operations	1,225	924	589	530	3,268	573	602	635	667	2,477	697	723	752	780	2,951	807	834
Adjusted EBITDA margin	15%	11%	11%	10%	12%	11%	11%	12%	12%	11%	13%	13%	14%	14%	13%	15%	15%

Balance Sheet - Actual & Forecast
Zayo Enterprise Networks

($ in thousands)	9/30/10 FY 1Q11 CY 3Q10 Actual	12/31/10 FY 2Q11 CY 4Q10 Actual	3/31/11 FY 3Q11 CY 1Q11 Forecast	6/30/11 FY 4Q11 CY 2Q11 Forecast	FY 11	9/30/11 FY 1Q12 CY 3Q11 Forecast	12/31/11 FY 2Q12 CY 4Q11 Forecast	3/31/12 FY 3Q12 CY 1Q11 Forecast	6/30/12 FY 4Q12 CY 2Q11 Forecast	FY 12	9/30/12 FY 1Q13 CY 3Q12 Forecast	12/31/12 FY 2Q13 CY 4Q12 Forecast	3/31/13 FY 3Q13 CY 1Q13 Forecast	6/30/13 FY 4Q13 CY 2Q13 Forecast	FY 13	9/30/13 FY 1Q14 CY 3Q13 Forecast	12/31/13 FY 2Q14 CY 4Q13 Forecast
Assets																	
Cash and cash equivalents	1,791	1,270	2,616	3,095	3,095	3,614	4,153	4,723	5,319	5,319	5,944	6,597	7,280	7,991	7,991	8,733	9,502
Trade receivable, net of allowance	1,697	1,670	1,119	1,114	1,114	1,113	1,113	1,114	1,115	1,115	1,115	1,115	1,115	1,115	1,115	1,115	1,115
Due from affiliates		6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6
Prepaid expenses	551	635	629	623	623	617	611	605	599	599	593	587	581	575	575	570	564
Current deferred tax asset																	
Other receivables	12	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13
Current Assets	4,051	3,594	4,383	4,851	4,851	5,362	5,896	6,460	7,052	7,052	7,671	8,318	8,995	9,701	9,701	10,436	11,200
Gross fixed assets	18,563	19,102	18,948	19,062	19,062	19,174	19,289	19,404	19,519	19,519	19,633	19,748	19,863	19,978	19,978	20,092	20,207
CIP	2,269	2,783	2,783	2,783	2,783	2,783	2,783	2,783	2,783	2,783	2,783	2,783	2,783	2,783	2,783	2,783	2,783
Accumulated depreciation	(5,208)	(5,783)	(6,240)	(6,705)	(6,705)	(7,177)	(7,656)	(8,142)	(8,636)	(8,636)	(9,136)	(9,644)	(10,160)	(10,682)	(10,682)	(11,211)	(11,747)
Net Fixed Assets	15,624	16,102	15,491	15,140	15,140	14,781	14,417	14,045	13,667	13,667	13,281	12,887	12,487	12,079	12,079	11,665	11,243
Debt issuance costs																	
Accumulated amortization																	
Net Debt Issuance Costs																	
Identified intangibles	8,480	8,480	8,480	8,480	8,480	8,480	8,480	8,480	8,480	8,480	8,480	8,480	8,480	8,480	8,480	8,480	8,480
Accumulated amortization	(4,946)	(5,299)	(5,652)	(6,004)	(6,004)	(6,357)	(6,710)	(7,063)	(7,416)	(7,416)	(7,769)	(8,121)	(8,474)	(8,827)	(8,827)	(9,180)	(9,533)
Net Intangibles	3,534	3,181	2,829	2,476	2,476	2,123	1,770	1,417	1,064	1,064	712	359	6	(347)	(347)	(700)	(1,053)
Goodwill	2,203	2,203	2,203	2,203	2,203	2,203	2,203	2,203	2,203	2,203	2,203	2,203	2,203	2,203	2,203	2,203	2,203
Investment in 100% subsidiaries																	
Deferred tax asset - long term	697																
Restricted cash																	
Other assets	291	272	248	221	221	199	183	171	166	166	165	165	166	169	169	172	176
Assets of discontinued operations																	
Total Assets	26,400	25,353	25,154	24,892	24,892	24,668	24,469	24,298	24,152	24,152	24,031	23,932	23,857	23,805	23,805	23,776	23,769
Liabilities & Equity																	
Accounts payable	857	545	523	510	510	501	495	489	483	483	477	471	466	460	460	455	449
Income tax payable																	
Accrued expenses	1,276	1,166	1,202	1,238	1,238	1,276	1,314	1,354	1,395	1,395	1,437	1,481	1,526	1,572	1,572	1,620	1,669
Due to affiliates	88	114	114	114	114	114	114	114	114	114	114	114	114	114	114	114	114
Capital lease - current																	
Deferred revenue - current	54	77	77	77	77	77	77	77	77	77	77	77	77	77	77	77	77
Debt - current																	
Current Liabilities	2,274	1,902	1,915	1,939	1,939	1,968	2,000	2,034	2,069	2,069	2,105	2,143	2,183	2,223	2,223	2,266	2,309
Capital lease - long term																	
Senior debt																	
Revolving loan																	
Debt																	
Stock-based compensation accrual	806	942	942	942	942	942	942	942	942	942	942	942	942	942	942	942	942
Deferred tax liability																	
Deferred revenue - long term	312	354	362	364	364	363	362	361	360	360	359	360	362	365	365	369	373
Other liabilities - long term	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8
Liabilities of discontinued operations																	
Total Liabilities	3,400	3,207	3,227	3,253	3,253	3,280	3,312	3,345	3,378	3,378	3,415	3,453	3,495	3,538	3,538	3,584	3,632
Paid in capital	27,176	26,479	26,479	26,479	26,479	26,479	26,479	26,479	26,479	26,479	26,479	26,479	26,479	26,479	26,479	26,479	26,479
Dividends	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)
Net Paid in Capital	26,843	26,146	26,146	26,146	26,146	26,146	26,146	26,146	26,146	26,146	26,146	26,146	26,146	26,146	26,146	26,146	26,146
Retained earnings	(3,862)	(3,862)	(3,862)	(3,862)	(3,862)	(4,507)	(4,507)	(4,507)	(4,507)	(4,507)	(4,507)	(4,507)	(4,507)	(4,507)	(4,507)	(4,507)	(4,507)
YTD net income	20	(137)	(358)	(645)	(645)	(252)	(482)	(686)	(865)	(865)	(1,022)	(1,161)	(1,277)	(1,372)	(1,372)	(1,447)	(1,502)
Total Equity	23,001	22,147	21,926	21,639	21,639	21,387	21,157	20,953	20,774	20,774	20,617	20,478	20,362	20,267	20,267	20,192	20,137
Total Liabilities & Equity	26,400	25,353	25,154	24,892	24,892	24,668	24,469	24,298	24,152	24,152	24,031	23,932	23,857	23,805	23,805	23,776	23,769

Cash Flow - Actual & Forecast
Zayo Enterprise Networks

($ in thousands)	7/31/10 FY 1Q11 CY 3Q10 Actual	8/31/10 FY 1Q11 CY 3Q10 Actual	9/30/10 FY 1Q11 CY 3Q10 Actual	10/31/10 FY 2Q11 CY 4Q10 Actual	11/30/10 FY 2Q11 CY 4Q10 Actual	12/31/10 FY 2Q11 CY 4Q10 Actual	1/31/11 FY 3Q11 CY 1Q11 Forecast	2/28/11 FY 3Q11 CY 1Q11 Forecast	3/31/11 FY 3Q11 CY 1Q11 Forecast	4/30/11 FY 4Q11 CY 2Q11 Forecast	5/31/11 FY 4Q11 CY 2Q11 Forecast	6/30/11 FY 4Q11 CY 2Q11 Forecast	7/31/11 FY 1Q12 CY 3Q11 Forecast	8/31/11 FY 1Q12 CY 3Q11 Forecast	9/30/11 FY 1Q12 CY 3Q11 Forecast	10/31/11 FY 2Q12 CY 4Q11 Forecast	11/30/11 FY 2Q12 CY 4Q11 Forecast
Cash from Operations																	
Net income	(4)	56	(32)	(148)	(106)	96	(42)	(75)	(104)	(89)	(89)	(109)	(77)	(75)	(99)	(72)	(67)
Income from discontinued operations, net of tax																	
Income from continuing operations	(4)	56	(32)	(148)	(106)	96	(42)	(75)	(104)	(89)	(89)	(109)	(77)	(75)	(99)	(72)	(67)
Depreciation	216	216	218	204	183	188	151	152	154	154	155	156	156	158	158	159	160
Amortization	120	120	120	118	118	118	118	118	118	118	118	118	118	118	118	118	118
Bad debt expense	24	31	(103)	82	37	(50)	20	20	20	20	20	20	20	20	20	20	20
Amortization of deferred financing costs																	
Stock-based compensation			196			136											
Deferred income taxes																	
Loss on debt extinguishment																	
Changes in operating assets and liabilities, net of acquisitions																	
Accounts receivable	760	674	(454)	(22)	68	(89)	511	(21)	0	(19)	(20)	(17)	(18)	(20)	(20)	(20)	(20)
Prepaid expenses	34	(16)	3	(96)	(41)	53	70	(141)	78	69	(140)	77	69	(139)	76	68	(137)
Other assets	17	(8)	19	8	12	0	9	8	7	8	9	9	8	8	7	6	5
Accounts payable and accrued liabilities	(87)	(587)	282	271	(278)	(217)	(11)	(2)	(10)	(5)	(5)	(2)	(5)	(2)	(1)	(2)	(3)
Due to/from affiliates	(474)	71	120	(168)	23	166											
Deferred revenue	(2,734)	90	(7)	24	60	(18)	2	3	3	2		0	0	0	0	0	0
Other liabilities							12	12	12	12	12	12	12	13	13	13	13
Acquisition related																	
Change in Working Capital	(2,484)	224	(37)	16	(157)	(105)	592	(142)	90	67	(143)	79	65	(141)	74	65	(144)
Total Cash from Operations	(2,129)	647	361	272	75	383	839	74	278	270	61	263	282	79	270	289	87
Cash from Investing																	
Fixed asset additions	6,183	(189)	(395)	(415)	(495)	(341)	225	(28)	(43)	(74)	(20)	(20)	(66)	(23)	(23)	(68)	(23)
Change in accruals for fixed asset purchases	(541)	3															
Cash outflows for fixed asset purchases	5,643	(187)	(395)	(415)	(495)	(341)	225	(28)	(43)	(74)	(20)	(20)	(66)	(23)	(23)	(68)	(23)
Acquisition related	1,919																
Total Cash from Investing	7,562	(187)	(395)	(415)	(495)	(341)	225	(28)	(43)	(74)	(20)	(20)	(66)	(23)	(23)	(68)	(23)
Cash from Financing																	
Term loan																	
Notes payable																	
Revolving credit																	
Principal payments on capital lease obligations																	
Deferred financing costs																	
Equity contributions	(5,697)	331															
Acquisition related																	
Total Cash from Financing	(5,697)	331															
Net Cash Flow of Continuing Operations	(264)	791	(33)	(143)	(420)	42	1,064	46	235	196	41	242	216	56	247	221	64
Cash Flows of Discontinued Operations																	
Net Cash Flow	(264)	791	(33)	(143)	(420)	42	1,064	46	235	196	41	242	216	56	247	221	64
Beginning Cash	1,297	1,033	1,033	1,000	857	437	479	1,543	1,590	1,825	2,021	2,061	2,304	2,520	2,575	2,822	3,043
Net Cash Flow	(264)	791	(33)	(143)	(420)	42	1,064	46	235	196	41	242	216	56	247	221	64
Ending Cash	1,033	1,824	1,000	857	437	479	1,543	1,590	1,825	2,021	2,061	2,304	2,520	2,575	2,822	3,043	3,107

Cash Flow - Actual & Forecast
Zayo Enterprise Networks

($ in thousands)	12/31/11 FY 2Q12 CY 4Q11 Forecast	1/31/12 FY 3Q12 CY 1Q12 Forecast	2/29/12 FY 3Q12 CY 1Q12 Forecast	3/31/12 FY 3Q12 CY 1Q12 Forecast	4/30/12 FY 4Q12 CY 2Q12 Forecast	5/31/12 FY 4Q12 CY 2Q12 Forecast	6/30/12 FY 4Q12 CY 2Q12 Forecast	7/31/12 FY 1Q13 CY 3Q12 Forecast	8/31/12 FY 1Q13 CY 3Q12 Forecast	9/30/12 FY 1Q13 CY 3Q12 Forecast	10/31/12 FY 2Q13 CY 4Q12 Forecast	11/30/12 FY 2Q13 CY 4Q12 Forecast	12/31/12 FY 2Q13 CY 4Q12 Forecast	1/31/13 FY 3Q13 CY 1Q13 Forecast	2/28/13 FY 3Q13 CY 1Q13 Forecast	3/31/13 FY 3Q13 CY 1Q13 Forecast	4/30/13 FY 4Q13 CY 2Q13 Forecast
Cash from Operations																	
Net income	(91)	(61)	(59)	(84)	(53)	(51)	(75)	(45)	(43)	(68)	(40)	(37)	(61)	(31)	(30)	(55)	(25)
Income from discontinued operations, net of tax																	
Income from continuing operations	(91)	(61)	(59)	(84)	(53)	(51)	(75)	(45)	(43)	(68)	(40)	(37)	(61)	(31)	(30)	(55)	(25)
Depreciation	160	161	162	163	163	165	165	166	167	168	168	170	170	171	172	173	173
Amortization	118	118	118	118	118	118	118	118	118	118	118	118	118	118	118	118	118
Bad debt expense	20	20	20	20	20	20	20	20	20	20	20	20	20	20	20	20	20
Amortization of deferred financing costs																	
Stock-based compensation																	
Deferred income taxes																	
Loss on debt extinguishment																	
Changes in operating assets and liabilities, net of acquisitions																	
Accounts receivable	(20)	(20)	(20)	(20)	(20)	(20)	(20)	(20)	(20)	(20)	(20)	(20)	(20)	(20)	(20)	(20)	(20)
Prepaid expenses	75	67	(136)	75	67	(135)	74	66	(133)	73	65	(132)	73	65	(131)	72	64
Other assets	5	4	4	3	2	2	1	1				()	()	()	()	(1)	(1)
Accounts payable and accrued liabilities	(1)	(3)	(2)	(1)	(3)	(2)	(1)	(3)	(2)	(1)	(2)	(3)	(1)	(3)	(2)	(1)	(3)
Due to/from affiliates																	
Deferred revenue	()	()	()	()	()	()	()	()	()	()				1	1	1	1
Other liabilities	13	13	13	13	14	14	14	14	14	14	14	15	15	15	15	15	15
Acquisition related																	
Change in Working Capital	71	61	(141)	70	58	(142)	67	57	(141)	67	58	(140)	66	57	(137)	68	57
Total Cash from Operations	278	298	99	286	306	110	295	316	121	304	324	131	313	333	143	322	343
Cash from Investing																	
Fixed asset additions	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)
Change in accruals for fixed asset purchases																	
Cash outflows for fixed asset purchases	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)
Acquisition related																	
Total Cash from Investing	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)	(68)
Cash from Financing																	
Term loan																	
Notes payable																	
Revolving credit																	
Principal payments on capital lease obligations																	
Deferred financing costs																	
Equity contributions																	
Acquisition related																	
Total Cash from Financing																	
Net Cash Flow of Continuing Operations	255	230	76	263	238	87	272	247	97	281	255	107	289	265	119	298	274
Cash Flows of Discontinued Operations																	
Net Cash Flow	255	230	76	263	238	87	272	247	97	281	255	107	289	265	119	298	274
Beginning Cash	3,107	3,362	3,592	3,668	3,931	4,170	4,256	4,528	4,775	4,873	5,153	5,409	5,516	5,805	6,071	6,190	6,488
Net Cash Flow	255	230	76	263	238	87	272	247	97	281	255	107	289	265	119	298	274
Ending Cash	3,362	3,592	3,668	3,931	4,170	4,256	4,528	4,775	4,873	5,153	5,409	5,516	5,805	6,071	6,190	6,488	6,763

Cash Flow - Actual & Forecast
Zayo Enterprise Networks

($ in thousands)	5/31/13 FY 4Q13 CY 2Q13 Forecast	6/30/13 FY 4Q13 CY 2Q13 Forecast	7/31/13 FY 1Q14 CY 3Q13 Forecast	8/31/13 FY 1Q14 CY 3Q13 Forecast	9/30/13 FY 1Q14 CY 3Q13 Forecast	10/31/13 FY 2Q14 CY 4Q13 Forecast	11/30/13 FY 2Q14 CY 4Q13 Forecast	12/31/13 FY 2Q14 CY 4Q13 Forecast
Cash from Operations								
Net income	(23)	(48)	(18)	(16)	(41)	(13)	(9)	(33)
Income from discontinued operations, net of tax								
Income from continuing operations	(23)	(48)	(18)	(16)	(41)	(13)	(9)	(33)
Depreciation	174	175	175	177	177	178	179	179
Amortization	118	118	118	118	118	118	118	118
Bad debt expense	20	20	20	20	20	20	20	20
Amortization of deferred financing costs								
Stock-based compensation								
Deferred income taxes								
Loss on debt extinguishment								
Changes in operating assets and liabilities, net of acquisitions								
Accounts receivable	(20)	(20)	(20)	(20)	(20)	(20)	(20)	(20)
Prepaid expenses	(129)	71	63	(128)	70	63	(127)	70
Other assets	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)
Accounts payable and accrued liabilities	(2)	(1)	(3)	(2)	(1)	(2)	(3)	(1)
Due to/from affiliates								
Deferred revenue	1	1	1	1	1	1	2	2
Other liabilities	15	16	16	16	16	16	16	17
Acquisition related								
Change in Working Capital	(136)	66	56	(134)	66	57	(133)	65
Total Cash from Operations	153	331	352	165	340	360	175	349
Cash from Investing								
Fixed asset additions	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)
Change in accruals for fixed asset purchases								
Cash outflows for fixed asset purchases	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)
Acquisition related								
Total Cash from Investing	(23)	(23)	(68)	(23)	(23)	(68)	(23)	(23)
Cash from Financing								
Term loan								
Notes payable								
Revolving credit								
Principal payments on capital lease obligations								
Deferred financing costs								
Equity contributions								
Acquisition related								
Total Cash from Financing								
Net Cash Flow of Continuing Operations	130	307	283	141	317	292	151	326
Cash Flows of Discontinued Operations								
Net Cash Flow	130	307	283	141	317	292	151	326
Beginning Cash	6,763	6,893	7,200	7,484	7,625	7,941	8,233	8,384
Net Cash Flow	130	307	283	141	317	292	151	326
Ending Cash	6,893	7,200	7,484	7,625	7,941	8,233	8,384	8,710

Cash Flow - Actual & Forecast
Zayo Enterprise Networks

($ in thousands)	9/30/10 FY 1Q11 CY 3Q10 Actual	12/31/10 FY 2Q11 CY 4Q10 Actual	3/31/11 FY 3Q11 CY 1Q11 Forecast	6/30/11 FY 4Q11 CY 2Q11 Forecast	FY 11	9/30/11 FY 1Q12 CY 3Q11 Forecast	12/31/11 FY 2Q12 CY 4Q11 Forecast	3/31/12 FY 3Q12 CY 1Q12 Forecast	6/30/12 FY 4Q12 CY 2Q12 Forecast	FY 12	9/30/12 FY 1Q13 CY 3Q12 Forecast	12/31/12 FY 2Q13 CY 4Q12 Forecast	3/31/13 FY 3Q13 CY 1Q13 Forecast	6/30/13 FY 4Q13 CY 2Q13 Forecast	FY 13	9/30/13 FY 1Q14 CY 3Q13 Forecast	12/31/13 FY 2Q14 CY 4Q13 Forecast
Cash from Operations																	
Net income	20	(157)	(220)	(288)	(645)	(252)	(230)	(204)	(179)	(865)	(157)	(138)	(116)	(96)	(507)	(75)	(55)
Income from discontinued operations, net of tax																	
Income from continuing operations	20	(157)	(220)	(288)	(645)	(252)	(230)	(204)	(179)	(865)	(157)	(138)	(116)	(96)	(507)	(75)	(55)
Depreciation	650	575	457	465	2,146	472	479	486	494	1,931	501	508	515	522	2,046	529	536
Amortization	359	353	353	353	1,418	353	353	353	353	1,411	353	353	353	353	1,411	353	353
Bad debt expense	(47)	69	61	60	143	60	60	60	60	240	60	60	60	60	241	60	60
Amortization of deferred financing costs																	
Stock-based compensation	196	136			332												
Deferred income taxes																	
Loss on debt extinguishment																	
Changes in operating assets and liabilities, net of acquisitions																	
Accounts receivable	980	(43)	490	(56)	1,371	(58)	(61)	(61)	(61)	(241)	(60)	(60)	(60)	(60)	(241)	(60)	(60)
Prepaid expenses	22	(84)	6	6	(50)	6	6	6	6	24	6	6	6	6	23	6	6
Other assets	28	19	24	27	97	23	16	11	5	55	1	()	(1)	(2)	(3)	(3)	(4)
Accounts payable and accrued liabilities	(393)	(224)	(22)	(13)	(651)	(9)	(6)	(6)	(6)	(27)	(6)	(6)	(6)	(6)	(22)	(5)	(6)
Due to/from affiliates	(283)	21			(262)												
Deferred revenue	(2,651)	66	8	2	(2,576)	(1)	(1)	(1)	(1)	(4)	()	1	2	3	5	4	5
Other liabilities			35	36	72	38	39	40	41	157	42	44	45	46	177	48	49
Acquisition related																	
Change in Working Capital	(2,297)	(248)	541	3	(2,000)	(2)	(8)	(11)	(16)	(36)	(16)	(16)	(15)	(13)	(60)	(12)	(11)
Total Cash from Operations	(1,120)	730	1,191	593	1,394	631	654	684	711	2,681	740	767	798	827	3,131	856	884
Cash from Investing																	
Fixed asset additions	5,599	(1,251)	155	(114)	4,389	(113)	(115)	(115)	(115)	(457)	(115)	(115)	(115)	(115)	(459)	(115)	(115)
Change in accruals for fixed asset purchases	(538)				(538)												
Cash outflows for fixed asset purchases	5,061	(1,251)	155	(114)	3,851	(113)	(115)	(115)	(115)	(457)	(115)	(115)	(115)	(115)	(459)	(115)	(115)
Acquisition related	1,919				1,919												
Total Cash from Investing	6,981	(1,251)	155	(114)	5,771	(113)	(115)	(115)	(115)	(457)	(115)	(115)	(115)	(115)	(459)	(115)	(115)
Cash from Financing																	
Term loan																	
Notes payable																	
Revolving credit																	
Principal payments on capital lease obligations																	
Deferred financing costs																	
Equity contributions	(5,367)				(5,367)												
Acquisition related																	
Total Cash from Financing	(5,367)				(5,367)												
Net Cash Flow of Continuing Operations	494	(521)	1,346	479	1,798	519	539	569	596	2,224	626	652	683	712	2,672	741	769
Cash Flows of Discontinued Operations																	
Net Cash Flow	494	(521)	1,346	479	1,798	519	539	569	596	2,224	626	652	683	712	2,672	741	769
Beginning Cash																	
Net Cash Flow																	
Ending Cash																	

EXHIBIT G

Projected Capital Expenditures

[CONFIDENTIAL]

Applicant's 36 month estimate of capital expenditures is attached as Exhibit G. This information contains confidential, proprietary, and sensitive information and is therefore filed under seal. Applicant will use revenues from its service offerings to finance its operations in Tennessee. Applicant does not anticipate the need to seek financing from additional sources to fund its operations in Tennessee.

Capital Expenditure Detail

	CY2011	CY2012	CY2013
IP equipment	151,478.66	376,309.00	376,309.00
IT technology	33,661.93	78,015.28	78,015.28
Other	1,870.11	4,589.13	4,589.13
Total	**187,010.70**	**458,913.42**	**458,913.42**

EXHIBIT H

Small and Minority-Owned

Telecommunications Business Participation Plan

ZAYO ENTERPRISE NETWORKS, LLC

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-112, as amended, Zayo Enterprise Networks, LLC ("ZEN") submits this Small and Minority-owned Telecommunications Business Participation Plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. ZEN is committed to the goals of §65-5-112 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. ZEN will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, ZEN will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to ZEN of such opportunities. ZEN's representatives will contact the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Moreover, ZEN will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-112.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at lease fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars ($4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars ($4,000,000).

III. ADMINISTRATION

ZEN's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting ZEN's full efforts to provide equal opportunities for small and minority- owned businesses. The Administrator of the Plan will be:

Scott Sawyer
General Counsel
Onvoy, Inc.
300 South Highway 169, Suite 700
Minneapolis, MN 55426-1137
952-230-4660 (Tel)
952-230-4300 (Fax)
Scott.sawyer@onvoy.com

The Administrator's responsibilities will include:

(1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Regulatory Authority.

(2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.

(3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.

(4) Serving as the primary liaison to and cooperating with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-112.

(5) Communication to existing vendors in order to understand and solicit involvement in the program.

(6) Communications to existing vendors in order to determine primary vendor and sub-vendor involvement and relationships.

(7) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.

(6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority.

(7) Providing information and educational activities to persons within ZEN and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator may utilize a number of resources, including, but not limited to:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
Small Business Administration

Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above.

IV. RECORDS AND COMPLIANCE REPORTS

ZEN will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, ZEN will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

ZEN will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, ZEN will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority. In conjunction with this Record Maintenance, ZEN reserves the right to designate documents, reports, surveys and/or studies as "Confidential" or "Proprietary".

This plan is a statement of objectives and is not intended to create any legal obligation, except those required by Statute or Rule of the TRA, of Zayo Enterprise Networks, LLC or any of its employees.

Zayo Enterprise Networks, LLC

By: _____
Scott Sawyer
General Counsel
Zayo Enterprise Networks, LLC

Dated: June 21, 2011

EXHIBIT I

Toll Dialing Parity Plan

TOLL DIALING PARITY PLAN

INTRODUCTION

Zayo Enterprise Networks, LLC ("ZEN") will give end user customers the opportunity to designate a carrier for their intraLATA toll call within all the exchanges in which ZEN will provide local exchange telecommunications services in the State of Tennessee. IntraLATA toll calls will automatically be directed to the designated carrier without the customer having to dial an access code.

This Plan will be implemented upon the offering of switched voice telecommunications services by ZEN after the TRA grants such authority.

POLICIES

ZEN will deploy two-PIC (Primary Interexchange Carrier) technology in its switches. This technology will enable the customer to presubscribe to the same or a different carrier for their intraLATA and/or interLATA service.

Appropriate tariffs will be filed in accordance with this plan.

ZEN will offer customers the ability to access all participating carriers by dialing the appropriate access code (101XXXX).

All eligible ZEN end user telephone line numbers will be presubscribed and must have a PIC associated with them.

ZEN will treat all carriers on a non-discriminatory basis and will maintain a list of available toll carriers and keep it updated. Customers may call ZEN's toll-free telephone number 888-221-1613 whereby customers may speak with a ZEN customer contact representative and hear a list of available carriers.

ZEN will comply with all anti-slamming provisions and all rules of the FCC and TRA.

CARRIER INFORMATION

Interexchange carriers will have the option of offering intraLATA service only, or both intraLATA and interLATA service.

Interexchange carriers will have the option of participating in all market areas or in a specific market area.

Interexchange carriers will be required to return a completed Non-Disclosure Agreement and Participation Agreement(s).

ZEN will not participate in billing disputes for intraLATA service between alternative competing interexchange carriers and their customers.

Carriers wishing to participate will be requested to submit Access Service Requests/Translation Questionnaires to the Access Tandem owner and to ZEN.

ZEN representatives will not initiate or accept three-way calls from an alternative interexchange carrier in order to discuss presubscription.

CALL ELIGIBILITY/TOLL DIALING PLAN

All local service customers of ZEN will have calls routed according to the following plan:

If a ZEN Customer Dials:	The Call is Handled By/Routed To:
911	PSAP on originating line number
411/555-1212	ZEN's Directory Assistance Operator
0-	ZEN's Operator
0 + intraexchange number	IntraLATA Toll Provider
1 + 7 or 10 digits	IntraLATA Toll Provider
0 + 7 or 10 digits interexchange number	InterLATA Toll Provider
101XXXX + 0-	XXXX Carrier
101XXXX + 0 + 7 or 10 digits	XXXX Carrier
101XXXX + 7 or 10 digits	XXXX Carrier

If a ZEN customer originates a call to an alternative interexchange carrier's Operator by dialing 00-, the call will be routed to the PIC on that customer's line. If the customer originates a call to an alternative interexchange carrier's Operator by dialing an access code (e.g., 101XXXX + 0-), the call will be routed to the XXXX carrier. In both cases, the carrier's switch is responsible for routing this call to the alternative interexchange carrier's Operator or to an announcement.

NETWORK INFORMATION

All originating intraLATA traffic will initially be routed via the designated Access Tandem(s) in the LERG for ZEN.. Following conversion, direct trunks between the ZEN switch and the interexchange carrier location(s) may be provided when warranted by traffic volume.

Interexchange carriers must have Feature Group D trunks in place (or ordered) between their point of presence and the designated Access Tandem in the LERG for ZEN).

ZEN will route all originating intraLATA traffic to the designated carrier and will only block traffic at the request of the end user customer and/or in compliance with regulatory requirements. Requests from carriers to block traffic or to remove customers from their network will not be honored. Calls that cannot be completed to a carrier will be routed to an announcement.

CUSTOMER CONTACT INFORMATION

New customers will be informed of their ability to select interLATA and intraLATA toll providers at the time they request service from a ZEN representative. ZEN will explain the differences between local, intra- and interLATA toll calls and clearly notify the customer that he or she may select a different, or the same, carrier for each call category. Upon request, ZEN will inform customers of participating carriers.

ZEN customer contact representatives will process customer initiated PIC selections to ZEN or to an alternative intraLATA carrier. ZEN will provide customers with confirmation notification of their PIC (ZEN or alternative carrier) selection. Carriers will have the option of allowing the ZEN representative to process PIC requests on their behalf.

For new customers or customers ordering an additional line, ZEN will accept as a bona fide PIC a selection of "NO PIC" as a choice. ZEN will ensure that "NO PIC" customers will have access code dialing capability to reach participating intraLATA carriers. NO PIC customers will be informed of their ability to complete intraLATA toll calls via access codes. ZEN will ensure that NO PIC customer intraLATA toll traffic is not automatically routed to the incumbent local exchange carrier.

ZEN will instruct its customer contact representatives not to comment on a customer's choice of its intraLATA PIC when the customer contacts ZEN to change the PIC. ZEN customer contact representatives will respond to customer inquiries about intraLATA carriers in a competitively neutral fashion.

If the intraLATA toll carrier selected by the customer permits ZEN to process orders on its behalf, ZEN will accept the PIC change request.

ZEN representatives will not discuss alternative carrier rates or services and will not provide customers with Carrier Identification Codes or access code dialing instructions.

PRESUBSCRIPTION INFORMATION

New line customers, including customers adding lines, will have the opportunity to select a participating carrier or NO PIC. If a customer fails to make a choice, that customer will be assigned a NO PIC designation. Customers assigned a NO PIC designation as set forth in this paragraph will be required to dial an access code to reach an intraLATA carrier's network.

ZEN will offer new line customers a 30-day grace period following placement of the customer's service order for the customer to designate its PIC(s) or NO PIC without charge. After this 30-day period, ZEN will assess a $5.00 PIC charge for each PIC change made. ZEN will impose a single $5.00 fee when customers simultaneously change their intraLATA and interLATA toll service provider.

If a ZEN customer denies requesting a change in intraLATA toll providers as submitted by an intraLATA carrier, and the intraLATA carrier is unable to produce evidence that the PIC change

was property executed pursuant to Tennessee Regulatory Authority and federal PIC change rules, the PIC will be changed as per the customer's request and the intraLATA carrier will be responsible for all costs incurred for changing the customer's PIC.

Alternative interexchange carriers may submit PIC changes to ZEN via a fax/paper interface.

ZEN will process intraLATA PIC selections in the same manner and under the same intervals of time as interLATA PIC changes.

Carriers will be required to submit PIC changes using the Customer Account Record Exchange (CARE) format via paper medium. ZEN will provide carriers with PIC order confirmation and reject information using the CARE format. Specific details regarding CARE will be provided to participating carriers.

For customers who change their local service provider from the incumbent LEC to ZEN and retain their incumbent LEC telephone number(s), ZEN, as part of the CARE PIC process, will provide the selected intraLATA carrier with both the retained (incumbent LEC) telephone number and the ZEN telephone number.

EXHIBIT J

Notice of Application and Certificate of Service

NOTICE OF APPLICATION

TO: Incumbent Local Exchange Carriers Operating in the State of Tennessee

FROM: Henry M. Walker
Bradley Arant Boult Cummings, LLP
Roundabout Plaza
1600 Division Street, Suite 700
Nashville, TN 37203
615-252-2363 (tel)
615-252-6363 (fax)

RE: Application of Zayo Enterprise Networks, LLC for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Competing Local Telecommunications Services and Facilities-Based and Resold Interexchange Telecommunications Services

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By this Notice of Application, you are officially notified that Zayo Enterprise Networks, LLC ("ZEN") filed the above-referenced Application with the Tennessee Regulatory Authority on June 24, 2011. In particular, the Application seeks authority for ZEN to provide competitive local telecommunications services in the service areas of AT&T, Embarq (Sprint/United) and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. ZEN also seeks authority to offer interexchange and private line telecommunications statewide. A copy of the Application may be obtained from the Tennessee Regulatory Authority.

Certificate of Service

I HEREBY CERTIFY that on this 21 day of ~~June~~ July, 2011, a copy of the foregoing Notice of the Application of Zayo Enterprise Networks, LLC for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Competing Local Telecommunications Services and Facilities-Based and Resold Interexchange Telecommunications Services, as filed with the Tennessee Regulatory Authority was served by first class U.S. mail, postage prepaid on the incumbent local exchange carriers certificated in Tennessee and the Consumer Advocate and Protection Division of the Office of the Tennessee Attorney General as set forth on the attached list.

Henry M. Walker
Bradley Arant Boult Cummings, LLP
Roundabout Plaza
1600 Division Street, Suite 700
Nashville, TN 37203

INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)

1) **ARDMORE TELEPHONE COMPANY, INC.**
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449
(205) 423-2131
(205) 423-2208 (Fax)

2) **BELLSOUTH**
333 Commerce Street
Nashville, TN 37201-3300
(615) 214-3800
(615) 214-8820 (Fax)

3) **CENTURY TELEPHONE OF ADAMSVILLE**
116 N. Oak Street
P.O. Box 405
Adamsville, TN 38310
(901) 632-3311
(901) 632-0232 (Fax)

4) **CENTURY TELEPHONE OF CLAIBORNE**
507 Main Street
P.O. Box 100
New Tazewell, TN 37825
(423) 626-4242
(423) 626-5224 (Fax)

5) **CENTURY TELEPHONE OF OOLTEWAH-COLLEGEDALE, INC.**
5616 Main Street
P.O. Box 782
Ooltewah, TN 37363
(423) 238-4102
(423) 238-5699 (Fax)

6) **CITIZENS COMMUNICATIONS COMPANY OF TENNESSEE**
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)

7) **FRONTIER COMMUNICATIONS OF AMERICA**
250 South Franklin Street
P.O. Box 689
Cookeville, Tennessee 38501
(931) 528-0518
(931) 528-0604 (Fax)

8) **LORETTO TELEPHONE COMPANY, INC.**
P.O. Box 130
Loretto, TN 38469
(931) 853-4351
(931) 853-4329 (Fax)

9) **MILLINGTON TELEPHONE COMPANY, INC.**
4880 Navy Road
Millington, TN 38053
(901) 872-3311
(901) 873-0022 (Fax)

10) **SPRINT-UNITED**
112 Sixth Street
Bristol, TN 37620
(423) 968-8161
(423) 968-3148 (fax)

11) **TDS TELECOM-CONCORD TELEPHONE EXCHANGE, INC.**
P.O. Box 22610
Knoxville, TN 37933
(423) 966-5828
(423) 966-9000 (Fax)

12) **TDS TELECOM-HUMPHREYS COUNTY TELEPHONE COMPANY**
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552
(931) 535-2200
(931) 535-3309 (Fax)

13) **TDS TELECOM-TELLICO TELEPHONE COMPANY, INC.**
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009
(423) 671-4600
(423) 253-7080 (Fax)

INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)

14) **TDS TELECOM-TENNESSEE TELEPHONE COMPANY**
7407 Andersonville Pike
P.O. Box 70387
Knoxville, TN 37928
(423) 922-3535
(423) 922-9515 (Fax)

TDS TELECOM-Knoxville Office
P.O. Box 22995
Knoxville, TN 37933-0995
(865) 966-4700

15) **TEC-CROCKETT TELEPHONE COMPANY, INC.**
P.O. Box 7
Friendship, TN 38034
(901) 677-8181

16) **TEC-PEOPLE'S TELEPHONE COMPANY, INC.**
P.O. Box 310
Erin, TN 37061
(931) 289-4221
(931) 289-4220 (Fax)

17) **TEC-WEST TENNESSEE TELEPHONE COMPANY, INC.**
P.O. Box 10
244 E. Main Street
Bradford, TN 38316
(901) 742-2211
(901) 742-2212 (Fax)

18) **UNITED TELEPHONE COMPANY**
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034
(931) 364-2289
(931) 364-7202 (Fax)

19) **CONSUMER ADVOCATE AND PROTECTION DIVISION**
Russell Perkins, Esq.
Office of Consumer Advocate and Protection Division
Tennessee Attorney General & Reporter
425 Fifth Avenue North
Nashville, Tennessee 37202-0207

EXHIBIT K

Numbering Issues

Numbering Issues

Please provide answers to the following questions concerning numbering within your proposed service area.

1. **What is your company's expected demand for NXXs per NPA within a year of approval of your application?**

   Initially, ZEN will not require NXX codes because it will initially only provide non-switched services.

   In the event that ZEN provides switched local exchange services in the future, ZEN will not require its own NXX blocks in areas where service is provided by Local Whole Complete of the ILEC services. In areas where ZEN provides services on a facilities-based platform, ZEN will require no more than 1(one) Thousand number block per Rate Center in the first year.

2. **How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?**

   Initially, ZEN will not require NXX codes because it will initially only provide non-switched services.

   In the event that ZEN provides switched local exchange services in the future, ZEN estimates the need for NANPA to provide 1(one) Thousand number block per rate center in which services are provided via a facilities based platform. ZEN anticipates that this number will not exceed 1-1000 in 2011 and not more than 1-1000 in 2012.

3. **When and in what NPA do you expect to establish your service footprint?**

   Initially, ZEN will not provide switched local exchange services. Therefore, it has not determined when and in what NPA it will establish its local exchange service footprint. ZEN expects to provide non-switched services initially in the Memphis, Nashville, and tri-cities metropolitan areas.

4. **Will the company sequentially assign telephone numbers within NXXs?**

   Initially, ZEN will not require NXX codes because it will initially only provide non-switched services.

   In the event that ZEN provides switched local exchange services in the future, ZEN will abide by all of the numbering rules established by the FCC, including sequential assignment of telephone numbers, as well as any rules established by the TRA.

5. What measures does the company intend to take to conserve Tennessee numbering resources?

Initially, ZEN will not require numbering resources for its services. In the event that ZEN provides services that require numbering resources in the future, ZEN will comply will all FCC regulations concerning number resource optimization in order to conserve numbering resources.

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

Initially, ZEN will not require NXX codes for its planned services.

In the event that ZEN provides services that require NXX codes in the future, ZEN will comply with all applicable FCC regulations relating to utilization thresholds in requesting growth codes. While the threshold will rise in increments of 5%, current FCC regulations require that carriers achieve a 70% utilization prior to requesting growth codes.

EXHIBIT L

Tennessee Specific Operational Issues

Tennessee Specific Operational Issues

Please provide answers to the following questions concerning Tennessee Specific Operational Issues.

1. **How does the company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.**

   Initially, ZEN will not provide services that require compliance with TCA §65-21-114.

   In the event that ZEN provide services that require compliance with TCA §65-21-114 in the future, ZEN expects that it will comply in the following manner. ZEN will make arrangements with its underlying provider of toll services. so that Call Detail Records (CDR) will be captured for each telephone call placed on the underlying toll carrier's network. Based on the Calling NPA NXX and Called NPA NXX the call will be assigned the jurisdiction of Local, Intrastate, Interstate or International. The means used to determine when the call is Local is based on the Rate Center of the Calling NPA NXX and the Rate Center of the Called NPA NXX which are derived from the LERG. The Calling Rate Center and the Called Rate Center are used to look up in the Local Route Table to determine if the call qualifies as a local call.

2. **Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?**

   Yes, ZEN is aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter ZEN's telephone numbers, to the extent it has any, in the database.

3. **Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?**

   Yes, ZEN is aware of the local calling areas provided by the Incumbent Local Exchange Carriers in its proposed service area.

4. **Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.**

   See procedure described in the response to question 1.

5. **Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer complaints.**

The following person is responsible for working with the TRA for customer complaints:

Scott Sawyer
General Counsel
Onvoy, Inc.
300 South Highway 169, Suite 700
Minneapolis, MN 55426-1137
952-230-4660 (Tel)
952-230-4300 (Fax)
scott.sawyer@onvoy.com

6. **Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq*. And Chapter 1220-4-11?**

At this time, ZEN does not intend to employ telemarketers to market its service in Tennessee. ZEN is aware of the telemarketing statutes and regulations found in Section 65-4-401 through Section 65-4-408 of the Tennessee Code Annotated and in Chapter 1220-4-11 of the TRA's Rules and Regulations and will comply with such rules if and when its plans change and it uses telemarketing in Tennessee.

EXHIBIT M

Sworn Pre-Filed Testimony

BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

In the Matter of the Application of **Zayo Enterprise Networks, LLC** For a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Competing Local Telecommunications Services and Facilities-Based and Resold Interexchange Telecommunications Services in the State of Tennessee	Docket No. _____

PREFILED TESTIMONY OF SCOTT SAWYER

I, Scott Sawyer, do hereby testify as follows in support of the application of Zayo Enterprise Networks, LLC ("ZEN") for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Competing Local Telecommunications and Facilities-Based and Resold Interexchange Telecommunications Services in the State of Tennessee.

Q. Please state your full name, business address, and position.

A. My name is Scott Sawyer. I am General Counsel for Onvoy, Inc., the parent company of ZEN.. My business address is 300 South Highway 169, Suite 700, Minneapolis, MN 55426.

Q. Please briefly describe your duties.

A. I am responsible for all legal and regulatory matters related to ZEN.

Q. Please describe your professional experience and background.

A. My professional experience and background are provided in Exhibit D to the Application.

Q. Are all statements in ZEN's Application true and correct to the best of your knowledge, information and belief?

A. Yes.

Q. What is the purpose of your testimony in this proceeding?

A. The purpose of my testimony is to describe the services that ZEN proposes to offer in Tennessee and to review issues related to ZEN's request for a certificate to provide such services. My testimony specifically relates to ZEN's managerial, financial, and technical competence to provide the telecommunications services for which authority is requested, and its compliance with the rules and policies of the Tennessee Regulatory Authority ("TRA").

Q. Please describe the authority that ZEN seeks from the TRA.

A. ZEN seeks to offer all forms of facilities-based and resold interexchange and local exchange telecommunications services throughout the State of Tennessee.

Q. Please describe the corporate structure of ZEN.

A. ZEN is a limited liability company organized under the laws of the State of Delaware. ZEN is a wholly owned subsidiary of Onvoy, Inc.("Onvoy"), a Minnesota corporation.

Q. Does ZEN possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A. Yes.

Q. Please describe ZEN's managerial and technical qualifications.

A. ZEN is technically and managerially qualified to provide competitive local exchange and interexchange services in Tennessee. ZEN is authorized to provide and is providing intrastate services in eight states. ZEN's Tennessee operations will be directed by its existing corporate management, technical and operations staffs who are responsible for the interexchange and local exchange operations in these other states. ZEN's

management is supplemented by key executives at Onvoy. A description of the background of Applicant's key personnel, which demonstrates the extensive telecommunications experience of ZEN's management team, is attached to the Application as Exhibit D.

Q. Please describe ZEN's financial qualifications.

A. ZEN's success in developing innovative products and services and in expanding its geographic reach has translated into impressive growth, and as such ZEN is extremely well-qualified financially to operate and expand its business. Financial information demonstrating ZEN's financial qualifications is provided under seal as Exhibit E, F and G to the Application. As shown in the attached information, ZEN is financially qualified to operate within the State of Tennessee.

Q. Please describe the types of services that ZEN will offer in Tennessee.

A. ZEN seeks authority to provide facilities-based and resold local exchange, access, and interexchange telecommunications services to and from all points in the State of Tennessee. Therefore, ZEN seeks statewide authority.

ZEN primarily provides business data services including Ethernet, Dedicated Internet Access, Virtual Private Networks, Voice Over Internet Protocol services and managed services including audio and video conferencing. In certain states, ZEN also provides some traditional switched voice and data services. ZEN's customers are small, medium and large enterprise customers. At this time, ZEN does not have plans to serve residential customers but may do so in the future as market conditions warrant.

ZEN will offer interexchange telecommunications statewide. Initially, ZEN intends to provide local exchange service in the areas served by AT&T, United/Sprint (Embarq) and any other ILEC that does not enjoy a rural exemption under Section 251(f)

of the Telecommunications Act of 1996 and does not plan to provide service in areas of any small or rural local exchange carriers. However, ZEN does seek statewide authority so that it may expand into other services as market conditions warrant and as additional service areas become open to competition.

To the extent that ZEN provides local exchange voice services, Emergency 911 and enhanced 911 calling will be provided to local exchange customers in accordance with TRA and FCC guidelines. ZEN will provide all services required under TRA Rule 1220-4-8-.04(3)(b).

Q. What facilities will ZEN use to provide its proposed local exchange services?

A. ZEN will primarily use its own facilities or the facilities of its affiliates to provide service in Tennessee. ZEN may lease facilities of other telecommunications providers, including incumbent local exchange carriers. While ZEN does not expect to resell the services of other telecommunications carriers except possibly those of its affiliates, ZEN seeks authority to provide resold telecommunications services.

Q. What geographic areas will ZEN serve?

A. ZEN seeks authority to provide telecommunications services statewide. ZEN seeks authority to provide facilities-based and resold basic local exchange in all services areas that are currently designated open for competition (BellSouth, Untied/Sprint (Embarq) and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996). ZEN also seeks authority to provide facilities-based and resold interexchange services statewide.

Q. Will ZEN offer service to all consumers within its service area.

A. ZEN initially intends to offer service only to small, medium and large enterprise business customers in its service territory. As market conditions warrant, ZEN may provide service to residential customers in its service territory.

Q. Does ZEN plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A. While ZEN will initially provide service in the BellSouth service territory, ZEN seeks authority to provide facilities-based and resold local exchange in all services areas that are currently designated open for competition (BellSouth, Untied/Sprint (Embarq) and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996). ZEN does not currently have any plans to offer basic local exchange services in areas served by ILECs with fewer than 100,000 total access lines.

Q. Please provide the name, address and telephone number of the person that will serve as your company's contact to the Consumer Service Division for complaint resolution.

A. Customer Care and Billing: 866-629-8200 or requests@zayoenterprise.com. Technical Support or Repair: 888-221-1613, or ZayoSupport@zayoenterprise.com.

Q. If authorized to provide competitive telecommunications services, will ZEN abide by the rules, regulations, policies and orders of the TRA, and the laws of the State of Tennessee, as now adopted or that may be adopted in the future, in its provision of competitive intrastate telecommunications services?

A. Yes. ZEN commits to abide by TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, that are deemed to be applicable to ZEN, including those for disconnection and reconnection of service. ZEN also agrees

to abide by all 911 requirements at such time as ZEN begins to provide local exchange services.

Q: Has ZEN adopted a Small and Minority Business Participation Plan and a Toll Dialing Parity Plan?

A: Yes.

Q: Will ZEN implement and comply with these Plans?

A: Yes.

Q. How will ZEN guard against slamming?

A. To the extent applicable to ZEN services, ZEN will prevent unauthorized switching of customers by obtaining a signed letter of authorization ("LOA"), or similar authorization, from all new customers. ZEN will comply with Tennessee law and Federal Communications Commission ("FCC") regulations regarding how carriers may change a customer's preferred carrier.

Q. How will ZEN bill for its services?

A. ZEN will bill customers directly for the services it provides its customers.

Q. How will ZEN handle service, billing and repair complaints?

A. ZEN has made arrangements for its customers to call the company at its toll-free customer service numbers: 866-629-8200 (customer care and billing) or 888-221-1613 (technical support and repair). ZEN representatives will monitor calls 24 hours per day, seven days a week. In addition, customers may contact the company in writing at its principal place of business. The toll-free number will be printed on the customer's monthly billing statements. ZEN views customer satisfaction as critical to its success in the competitive marketplace and will address all services, billing, and repair complaints and inquiries promptly. If ZEN is unable to resolve a billing complaint to a customer's

satisfaction, ZEN will advise the customer of its right to file a complaint with the Tennessee Regulatory Authority.

Q. Will ZEN comply will all applicable TRA service rules and billing standards?

A. Yes.

Q. Please describe the public interest benefits associated with ZEN's proposed offering of telecommunications services in Tennessee.

A. Grant of ZEN's Application will further the public interest by expanding the availability to Tennessee consumers of technologically advanced telecommunications facilities and services. ZEN's presence in the market will afford consumers an additional choice of local and interexchange service providers. The public will benefit both directly, through the use of the high-quality and reliable services offered by ZEN, and indirectly because the expanded presence of ZEN in the market will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application is therefore in the public interest because it will enhance further the service options available to Tennessee citizens.

Q. Has any state ever denied ZEN or one of its affiliates authorization to provide intrastate service?

A. No.

Q. Has any state ever revoked the certification of ZEN or one of its affiliates?

A. No.

Q. Has ZEN or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities.

A. Onvoy Inc's certificate of authority to operate as a CLEC in Iowa was cancelled by the Iowa Utilities Board without prejudice on March 28, 2010 on the grounds that the

services Onvoy provided were deregulated and not subject to the jurisdiction of the Iowa Utilities Board.

Q. Who is knowledgeable about ZEN's operations and will serve as ZEN's regulatory and customer service contact?

A. Scott Sawyer, General Counsel
Zayo Enterprise Networks
300 South Highway 169, Suite 700
Minneapolis, MN 55426
952-230-4660 (Tel)
952-230-4300 (Fax)
Scott.sawyer@onvoy.com

ZEN's customer service contact is:

Technician on Duty, 888-221-1613 (our Network Operations Center is staffed 24/7).

Q. Please explain in detail ZEN's proposed procedures for responding to information requests from the TRA and its staff.

A. Information requests related to this Application should be directed to our outside counsel with a copy to me. Our counsel will prepare a response for my review and together we will ensure the response is filed promptly and by any deadline set by staff. Following certification, information requests should be directed to me. I will ensure that the response is filed promptly and by any deadline set by staff.

Q. Does this conclude your testimony?

A. Yes, it does.

Scott Sawyer
General Counsel

Subscribed and sworn to me this 4 day of June, 2011.

Notary Public #15910
HOLLY J. SMITH

State of ~~Minnesota~~ RHODE ISLAND SS: BARRINGTON, RI
County of ~~Hennepin~~ BRISTOL

My commission expires ACE JUL. 14 2013

EXHIBIT N

Surety Bond

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 0152956

WHEREAS, Zayo Enterprise Network, LLC (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, Berkley Regional Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars ($20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 28th day of January 2011, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars ($20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

Zayo Enterprise Network, LLC
Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Name: Tim Gentry
Title: Controller + Asst Sec

SURETY

Berkley Regional Insurance Company
Name of Surety

11201 Douglas Avenue Urbandale, IA 50322
Address of Surety

SIGNATURE OF SURETY AGENT

Name: DiLynn F. Guern
Title: Attorney-in-Fact

Address of Surety Agent:
11201 Douglas Avenue
Urbandale, IA 50322

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE EREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS REVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

VERIFICATION

I, Scott E. Beer being duly sworn, depose and state that I am Vice President, General Counsel and Secretary of Zayo Enterprise Networks, LLC ("Applicant"); that I am authorized to make this verification on behalf of Applicant; that I have read the foregoing Application and the exhibits and know the content thereof; and that the same are true and correct to the best of my knowledge, information and belief.

Name: Scott E. Beer
Title: Vice President, General Counsel and Secretary

STATE OF COLORADO)
)
COUNTY OF BOULDER)

Subscribed and Sworn to me this 21 day of June, 2011.

Notary Public

My Commission Expires: 6-2011.

SEAL