

BINGHAM

Jean L. Kiddoo
Brett P. Ferenchak
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

April 12, 2013

Via Overnight Courier and Electronic Mail

Chairman James M. Allison
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
Sharla.Dillon@tn.gov

Re: Docket No. 13-00019
Notification of Zayo Group, LLC, American Fiber Systems, Inc. and
USCarrier Telecom, LLC Regarding Certain *Pro Forma* Intra-
Company Transactions

NOTICE OF CONSUMMATION

Dear Chairman Allison:

On behalf of Zayo Group, LLC ("Zayo"), the successor in interest to American Fiber Systems, Inc. ("AFS"), and USCarrier Telecom, LLC ("USCarrier") (collectively, the "Parties"), this letter notifies the Authority that on March 12, 2013, the Parties completed the *pro forma* intra-company transactions involving (1) the roll-up of AFS into Zayo through a series of *pro forma* mergers, with Zayo as the surviving entity and (2) USCarrier's direct parent, USCarrier Telecom Holdings, LLC becoming a direct wholly owned subsidiary of Zayo. Zayo is separately filing a request to cancel the authorization of AFS, since AFS no longer exists as a separate entity.

An original and four (4) copies of this document are enclosed for filing. Please date-stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for the Parties

A/75488476.1

Beijing
Boston
Frankfurt
Hartford
Hong Kong
Lexington (GSC)
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

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

+1.202.373.6000
+1.202.373.6001
bingham.com