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April 9, 2012

Via Overnight Courier

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

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PUBLIC SERVICE
COMMISSION

**Re: Notification Regarding the Transfer of Minority Indirect
Ownership of Zayo Group, LLC and 360networks (USA) inc. to
Funds Affiliated with GTCR LLC**

Dear Mr. Derouen:

Zayo Group, LLC ("Zayo"), 360networks (USA) inc. ("360networks") and one or more funds affiliated with GTCR LLC ("GTCR") (collectively, the "Parties"), by undersigned counsel and pursuant to the Orders issued in Admin. Case No. 359 on June 21, 1996 and No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, notify the Commission of the proposed transfer of minority indirect ownership of Zayo and 360networks to GTCR (the "Transaction").

It is the Parties' understanding that Commission approval is not required to complete the Transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of Commission's records. In support, the Parties provide the following information:

Description of the Parties

A. Zayo and 360networks

Zayo is a Delaware limited liability company with principal offices at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. 360networks is a Nevada corporation and a wholly-owned direct subsidiary of 360networks holdings (USA) inc., a Nevada corporation and wholly-owned direct subsidiary of Zayo. Zayo is a wholly-owned direct subsidiary of Zayo Group Holdings, Inc., a Delaware corporation and wholly-owned subsidiary of Communications Infrastructure Investments, LLC ("CII"), a Delaware limited liability company. CII has no majority owner, but the following entities currently own 10% or more of CII:

Oak Investment Partners: Currently, a private equity fund affiliated with Oak Investment Partners owns approximately 19% of CII. Oak Investment Partners is a multi-stage venture capital firm whose primary investment focus is on high

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growth opportunities in clean energy, financial services technology, healthcare, information technology, Internet and consumer industries.

M/C Venture Partners: Currently, funds affiliated with M/C Venture Partners collectively own approximately 17% of CII. M/C Venture Partners is a private equity firm that focuses on investments in the communications, IT and media sectors.

Columbia Capital: Currently, funds affiliated with Columbia Capital collectively own approximately 17% of CII. Columbia Capital is a venture capital firm that invests in wireless, broadband, media, and enterprise information technology industries.

Charlesbank Capital Partners: Currently, funds affiliated with Charlesbank Capital Partners collectively own nearly 20% of CII. Charlesbank Capital Partners is a private equity investment firm that focuses on middle-market investments in the communications, consumer, education, energy, financial services, healthcare and industrial industries.

Zayo (itself and through its subsidiaries) is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over dense regional and metropolitan fiber networks, enabling its customers to manage, operate, and scale their telecommunications and data networks. Zayo's services are primarily used by wireless service providers, national and regional carriers and other communications service providers, media and content companies, and certain bandwidth-intensive enterprises. Zayo's fiber networks span over 45,500 route miles, serve 70 metro markets in the District of Columbia and 42 states, including Kentucky, and connect to over 5,100 buildings, including approximately 2,250 cellular towers. These networks allow Zayo to provide bandwidth infrastructure services to customers over redundant fiber facilities between key customer locations.

In Kentucky, Zayo is authorized as a competitive local exchange carrier (Utility ID 5056730) and long distance carrier (Utility ID 5179370). 360networks is authorized as a long distance carrier (Utility ID 22250507). Zayo and 360networks are also authorized by the Federal Communications Commission ("FCC") to provide domestic and/or international telecommunications services.

B. GTCR

Founded in 1980, GTCR is a leading private equity firm focused on investing in growth companies in the financial services & technology, healthcare and information services & technology industries. GTCR has a principal office located at 300 N. LaSalle Street, Suite 5600, Chicago, Illinois 60654. Since its inception, GTCR has invested more than \$9 billion in over 200 companies. GTCR's equity investment in CII will be through one or more of its affiliated funds.

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Contact Information

Questions or any correspondence or other materials pertaining to this filing should be directed to the following:

For Zayo and 360networks:

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brett.ferenchak@bingham.com

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303-226-5923 (fax)
scott.beer@zayo.com

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Elizabeth.Park@LW.com

with copies to:

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General Counsel
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312-382-3623 (fax)
Christian.McGrath@GTCR.com

Description of the Transaction

Pursuant to a Class C Securities Purchase Agreement by and among CII and the several purchasers named therein, dated as of March 18, 2012, GTCR, through its affiliated funds, will acquire approximately 17% ownership of CII (the "Equity Financing").¹ As a result, GTCR will acquire an approximately 17% indirect ownership of Zayo and 360networks. This Equity Financing along with additional equity financing provided by

¹ The Equity Financing is being undertaken in connection with the proposed acquisition of AboveNet, Inc. ("ABVT") and its subsidiaries (the "AboveNet Merger") pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of March 18, 2012, by and among Zayo, Voila Sub, Inc. (a wholly-owned direct subsidiary of Zayo created for purposes of the merger) ("Merger Sub") and ABVT. Specifically, under the Merger Agreement, Merger Sub will merge with and into ABVT, whereupon the separate existence of Merger Sub will cease and ABVT will be the surviving corporation. As a result, ABVT will become a wholly-owned direct subsidiary of Zayo.

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Charlesbank Capital Partners, which is expected to close immediately prior to the AboveNet Merger, will be used to fund a portion of the consideration payable in the AboveNet Merger. The Equity Financing will dilute the ownership of the existing owners of CII, but will not reduce the ownership of Charlesbank Capital Partners, which also is providing additional equity financing, Oak Investment Partners, M/C Venture Partners or Columbia Capital below 10% each. Diagrams depicting the pre- and post-transaction corporate organization structures are appended hereto as Exhibit A.

Public Interest Considerations

The Parties submit that the Transaction described herein will serve the public interest. The Equity Financing will provide Zayo with a portion of the funds needed to complete the acquisition of AboveNet, Inc. (the "AboveNet Merger"), which with its subsidiaries provides dedicated end-to-end fiber optic infrastructure and high-bandwidth Internet connectivity in 32 states and the District of Columbia.² The AboveNet Merger will increase Zayo's existing fiber footprint, thereby making Zayo and 360networks more effective competitors to larger incumbent telecommunications providers. Therefore, the Transaction will enhance competition, which benefits consumers.

The Transaction described herein will not result in a change of carrier for any customers or any assignment of existing Commission authorizations. Further, the rates, terms and conditions of services currently provided by Zayo and 360networks to their customers will not change as a result of the Transaction. Any future changes to the rates, terms and conditions of service will be undertaken pursuant to the customers' contracts and applicable law. The only immediate change resulting from the Transaction will be that GTCR will ultimately own more than 10% of Zayo.

* * * *

² AboveNet, Inc. and its subsidiaries do not provide telecommunications services in Kentucky and are not authorized as telecommunications providers in the state.

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An original and ten (10) copies of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact us.

Respectfully submitted,

A handwritten signature in black ink that reads "Brett P Ferenchak". The signature is written in a cursive style with a large, prominent "B" and "F".

Jean L. Kiddoo
Brett P. Ferenchak

Counsel for Zayo and 360networks

cc: Elizabeth R. Park (Lathan & Watkins)

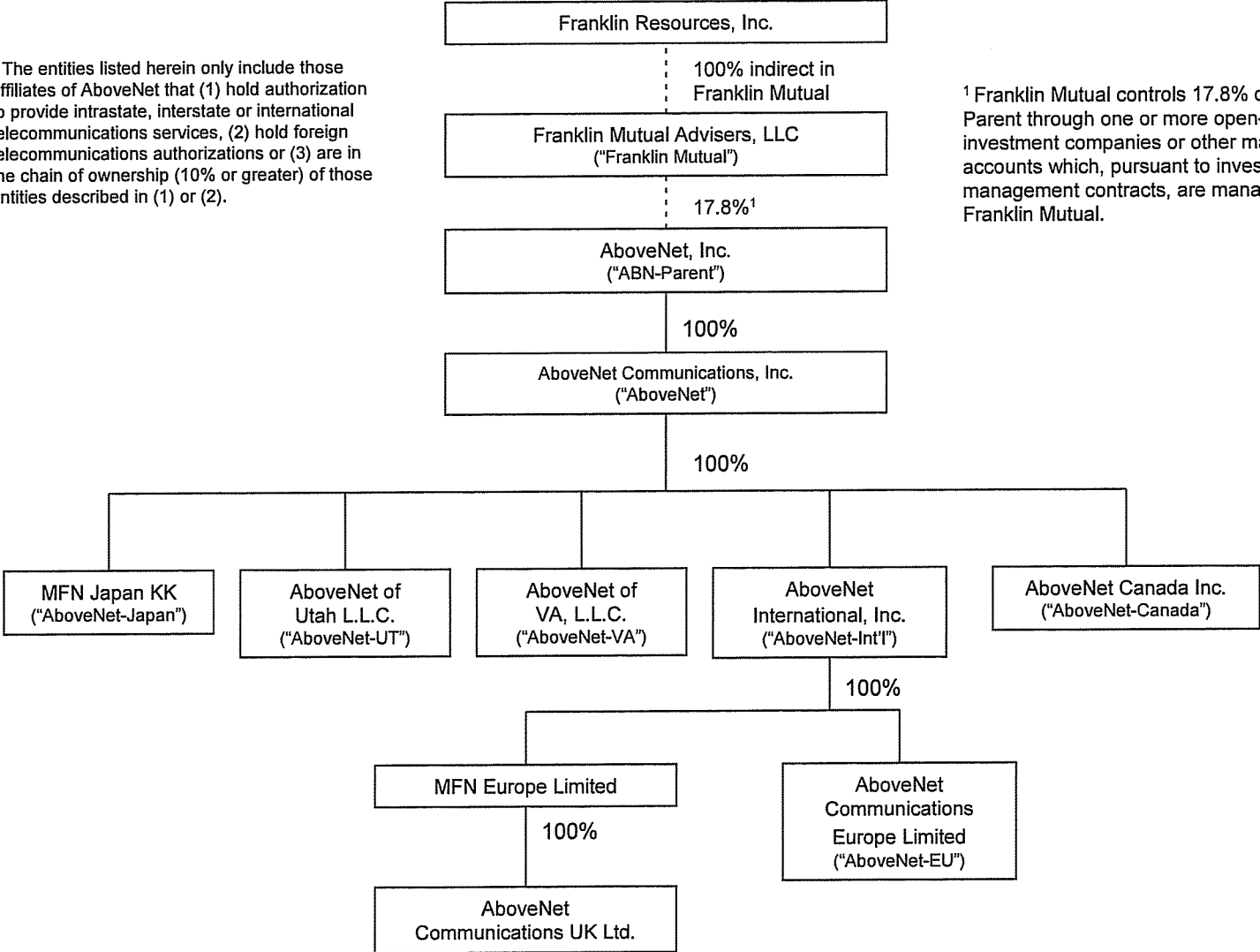
EXHIBIT A

Pre- and Post-Transaction Corporate Organizational Structure

Current Corporate Structure of AboveNet*

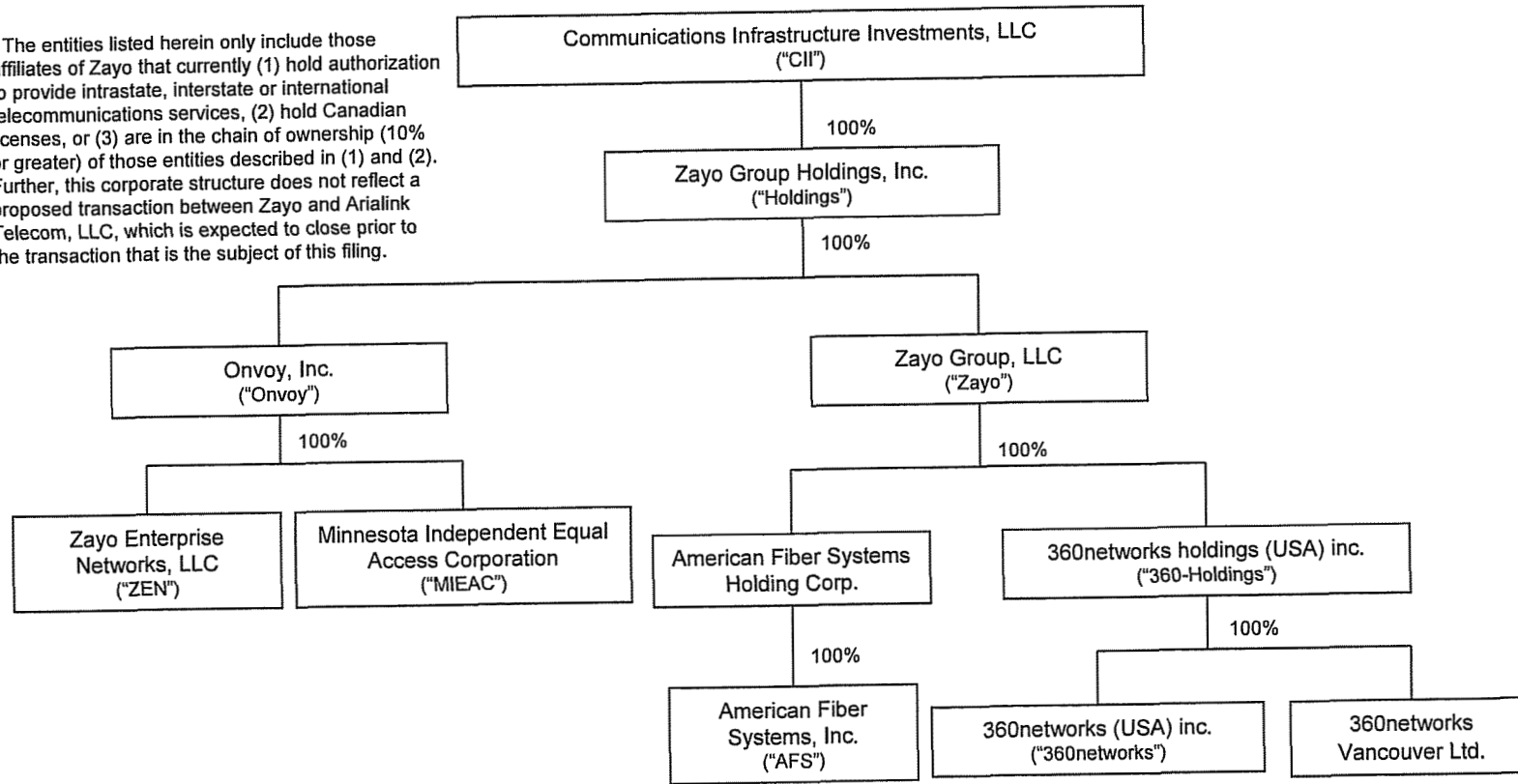
* The entities listed herein only include those affiliates of AboveNet that (1) hold authorization to provide intrastate, interstate or international telecommunications services, (2) hold foreign telecommunications authorizations or (3) are in the chain of ownership (10% or greater) of those entities described in (1) or (2).

¹ Franklin Mutual controls 17.8% of ABN-Parent through one or more open-end investment companies or other managed accounts which, pursuant to investment management contracts, are managed by Franklin Mutual.



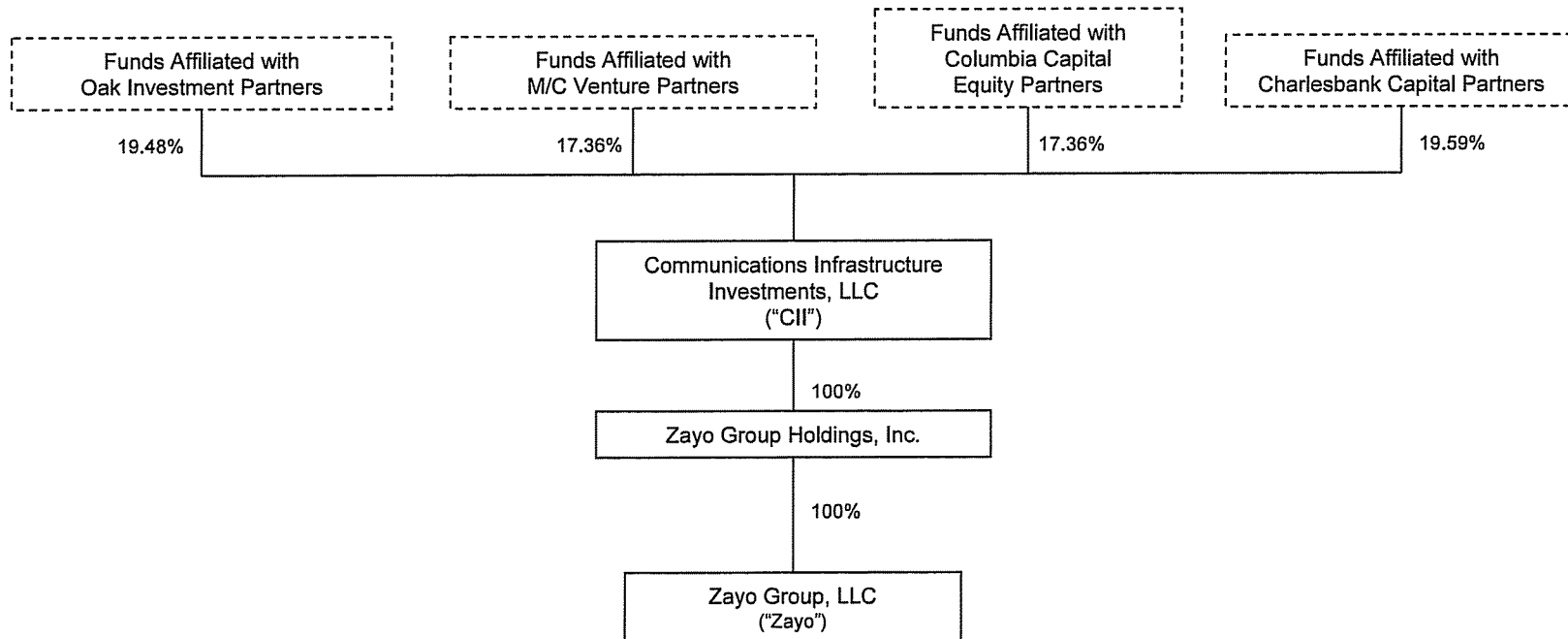
Current Corporate Structure of Zayo*

* The entities listed herein only include those affiliates of Zayo that currently (1) hold authorization to provide intrastate, interstate or international telecommunications services, (2) hold Canadian licenses, or (3) are in the chain of ownership (10% or greater) of those entities described in (1) and (2). Further, this corporate structure does not reflect a proposed transaction between Zayo and Arialink Telecom, LLC, which is expected to close prior to the transaction that is the subject of this filing.



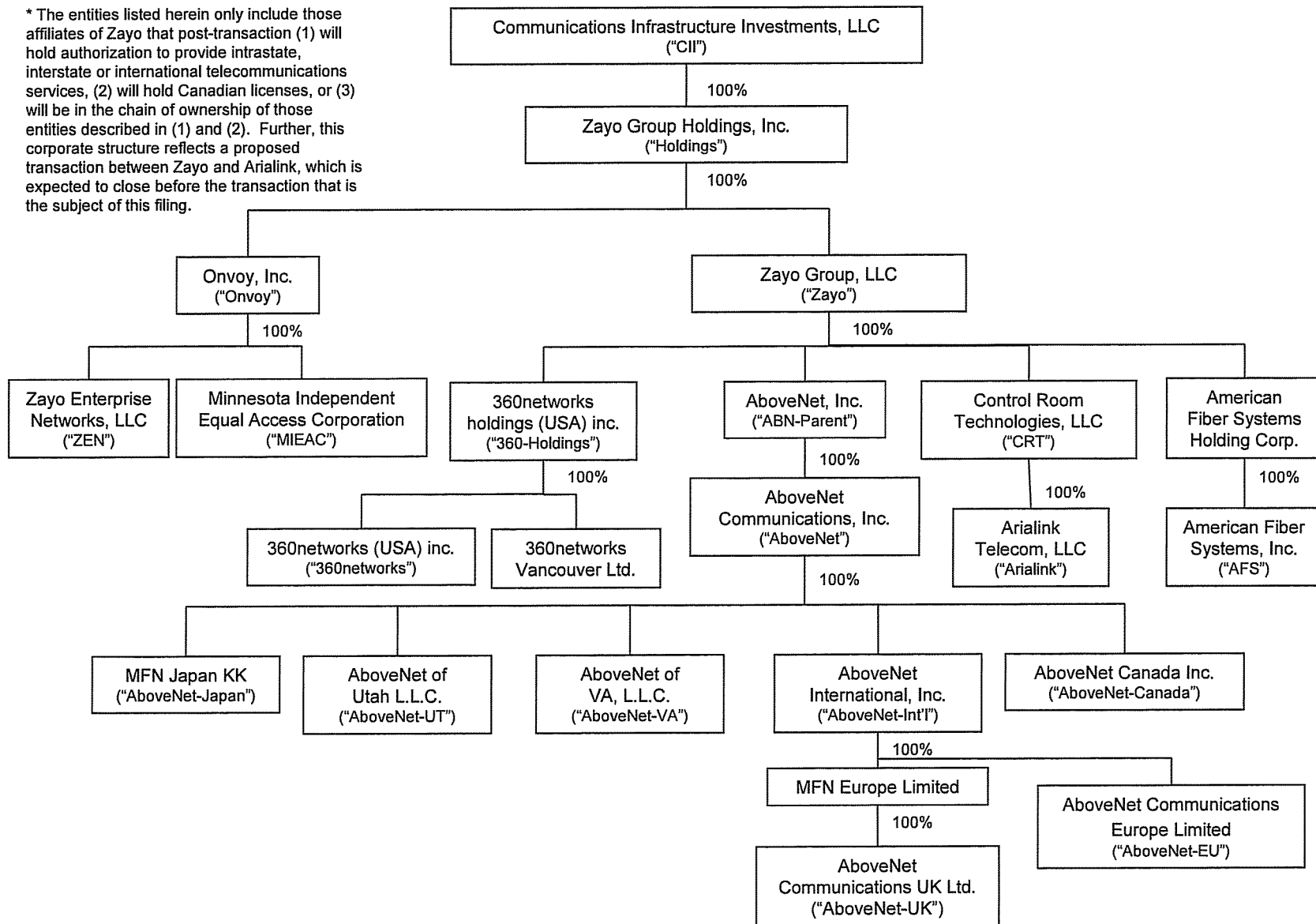
Current Corporate Structure of CII*

* The entities listed herein only include those entities that have a 10% or greater direct or indirect ownership interest in Zayo.



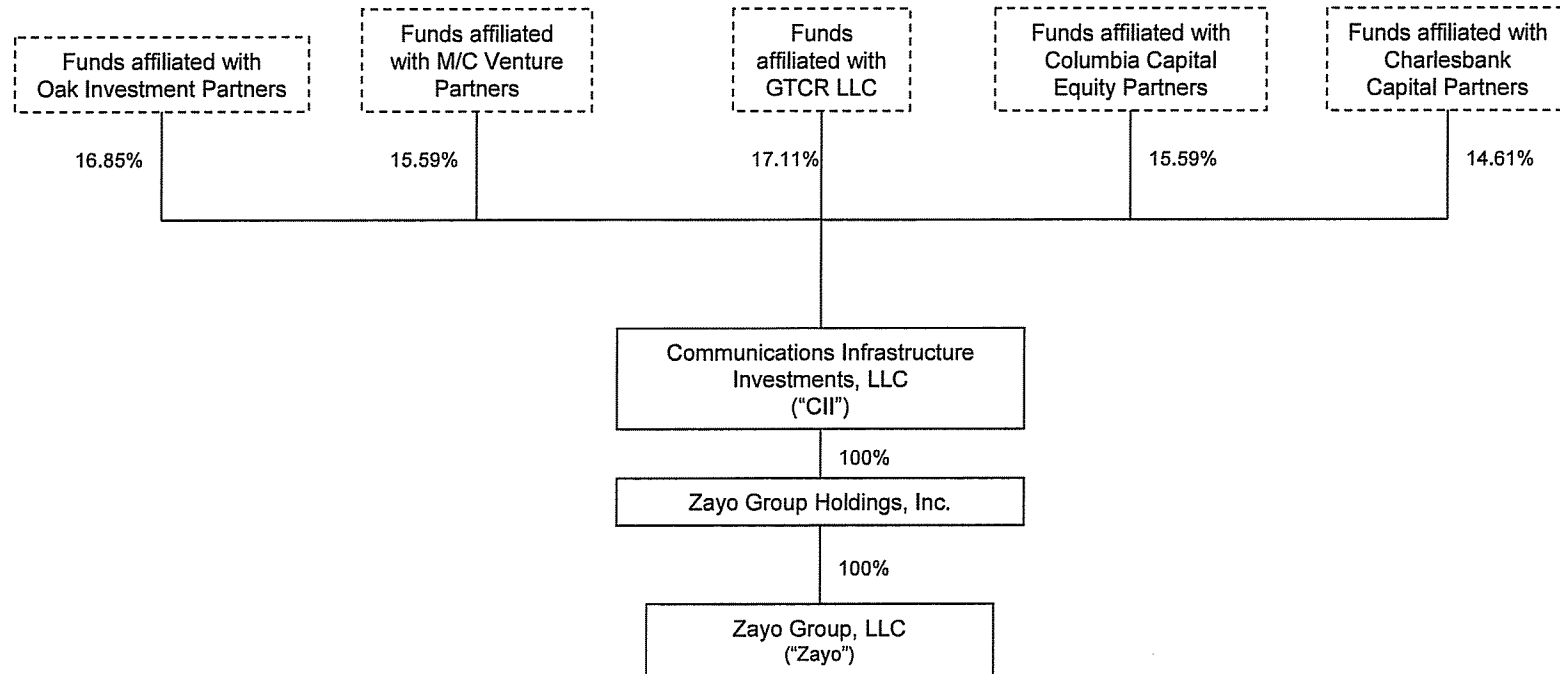
Post-Transaction Corporate Structure of Zayo and AboveNet*

* The entities listed herein only include those affiliates of Zayo that post-transaction (1) will hold authorization to provide intrastate, interstate or international telecommunications services, (2) will hold Canadian licenses, or (3) will be in the chain of ownership of those entities described in (1) and (2). Further, this corporate structure reflects a proposed transaction between Zayo and Aerialink, which is expected to close before the transaction that is the subject of this filing.



Post-Transaction Corporate Structure of CII

* The entities listed herein only include those entities that will have a 10% or greater direct or indirect ownership interest in Zayo.

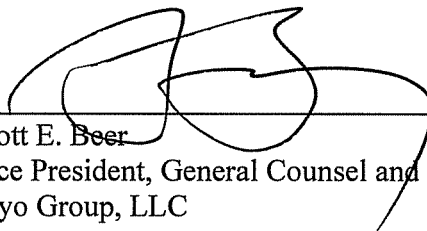


STATE OF COLORADO
COUNTY OF BOULDER

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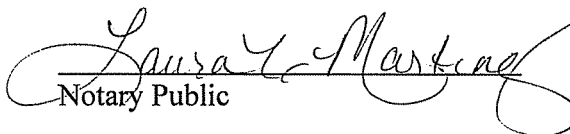
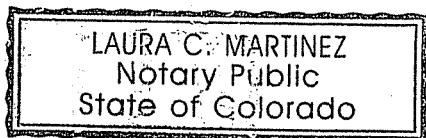
VERIFICATION

I, Scott E. Beer, am Vice President, General Counsel and Secretary of Zayo Group, LLC and its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Scott E. Beer
Vice President, General Counsel and Secretary
Zayo Group, LLC

Sworn and subscribed before me this 21 day of March, 2012.



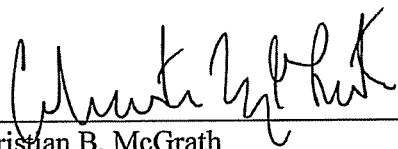
Laura C. Martinez
Notary Public

My commission expires April 1, 2016

VERIFICATION

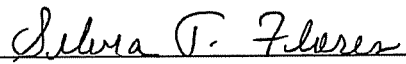
I, Christian B. McGrath, state that am General Counsel and Chief Compliance Officer of GTCR LLC; that I am authorized to make this Verification on behalf of GTCR LLC; that I have reviewed the foregoing document; and that the statements in the foregoing document with respect to GTCR LLC are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Christian B. McGrath
General Counsel and Chief Compliance Officer
GTCR, LLC

Sworn and subscribed before me this 9 day of April, 2012.



Notary Public

My commission expires 11/03/13

