



# PUBLIC NOTICE

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DA 10-1542  
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## DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF AMERICAN FIBER SYSTEMS, INC. TO ZAYO GROUP, LLC

### STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 10-155

**Comments Due: August 31, 2010**  
**Reply Comments Due: September 7, 2010**

On August 2, 2010, American Fiber Systems Holding Corp. (AFSHC), American Fiber Systems, Inc. (AFS), and Zayo Group, LLC (Zayo Group) (collectively, Applicants) filed an application pursuant to section 63.03 of the Commission's rules to transfer control of AFS to Zayo Group.<sup>1</sup>

AFS, a Delaware corporation, is a wholly-owned subsidiary of AFSHC, a Delaware holding company that does not itself provide telecommunications services. AFS provides competitive telecommunications services to carrier and large enterprise customers in Georgia, Idaho, Kansas, Minnesota, Missouri, Nevada, and Utah.<sup>2</sup> AFS currently holds an indirect 55 percent equity interest in (but does not control) USCarrier Telecom, LLC (USC), which offers competitive telecommunications services in Alabama, Florida, Georgia, South Carolina, and Tennessee.<sup>3</sup>

Zayo Group, a Delaware limited liability company, is wholly owned by Zayo Group Holdings, Inc., a Delaware corporation, which in turn is wholly owned by Communications Infrastructure Investments, LLC (CII), also a Delaware limited liability company. Zayo Group does not itself provide telecommunications services but has affiliates that provide competitive telecommunications services in multiple states.<sup>4</sup> Applicants state that the following U.S.-based entities hold a ten percent or greater interest in CII: Oak Investment Partners XII, Limited Partnership and Oak Associates XII, LLC (22.3

<sup>1</sup> 47 C.F.R § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

<sup>2</sup> AFS is authorized to provide telecommunications services in each of these states and Ohio and Tennessee. In addition, AFS is authorized to provide, but does not currently provide such services, in Arizona, Florida, and New York.

<sup>3</sup> Applicants state that, to the extent it is necessary, they will file a separate application for the transfer of control of USC based on AFS's current indirect ownership of USC.

<sup>4</sup> The identities and service areas of the affiliates are listed on pages 18-21 of the application.

percent);<sup>5</sup> M/C Venture Partners VI, L.P., M/C VP VI, L.P., and M/C Venture Partners, LLC (20.3 percent);<sup>6</sup> Columbia Capital Equity Partners IV (QP), L.P. (18.5 percent) and Columbia Capital IV, LLC (20.9 percent indirectly);<sup>7</sup> Charlesbank Equity Fund VI GP, Limited Partnership and Charlesbank Capital Partners, LLC (10.8 percent).<sup>8</sup> Applicants further state that no other person or entity will own a 10 percent or greater interest in Zayo Group through CII following the transaction. Pursuant to the terms of the proposed transaction, AFSHC will merge with and into AFS Acquisition Company, Inc., a direct subsidiary of Zayo Group created for the transaction, with AFSHC surviving. AFSHC will become a direct subsidiary, and AFS will become an indirect subsidiary, of Zayo Group. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.<sup>9</sup>

Domestic Section 214 Application Filed for the Transfer of Control of American Fiber Systems, Inc. to Zayo Group, LLC, WC Docket No. 10-155 (filed Aug. 2, 2010).

## **GENERAL INFORMATION**

The Wireline Competition Bureau finds, upon initial review, that the transfer of control identified herein is acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 C.F.R. § 63.03(a), interested parties may file comments **on or before August 31, 2010**, and reply comments **on or before September 7, 2010**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31<sup>st</sup> day after the date of this notice.<sup>10</sup> Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's e-Rulemaking Portal. *See* 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically . . ."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, <http://www.fcc.gov/cgb/ecfs/>, or the Federal e-Rulemaking Portal, <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.

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<sup>5</sup> The following U.S. citizens are the executive managing members of Oak Associates XII, LLC: Bandel L. Carano, Edward F. Glassmeyer, Ann H. Lamont, and Frederic W. Harman.

<sup>6</sup> The following U.S. citizens are the managing members of M/C Venture Partners, LLC: James F. Wade, David D. Croll, Matthew J. Rubins, John W. Watkins, and John Van Hooser. Applicants state that Mr. Wade and Mr. Croll are two of five managers of M/C Investors, L.L.C., which has a 0.6% direct interest in CII.

<sup>7</sup> The following U.S. citizens are the managing members of Columbia Capital IV, LLC: James B. Fleming, Jr., R. Philip Herget, III, and Harry F. Hopper III. Applicants state that these individuals also have indirect control over other entities that have an aggregate 0.4% direct interest in CII.

<sup>8</sup> The following U.S. citizens are the managing members of Charlesbank Capital Partners, LLC: Michael Eisenson, Tim Palmer, Kim Davis, Mark Rosen, Michael Choe, Brandon White, Jon Biotti, Andrew Janower, and Michael Thonis.

<sup>9</sup> 47 C.F.R. § 63.03(b)(2)(i).

<sup>10</sup> Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to [ecfs@fcc.gov](mailto:ecfs@fcc.gov) and include the following words in the body of the message, “get form.” A sample form and directions will be sent in response.

**In addition, e-mail one copy of each pleading to each of the following:**

- 1) The Commission’s duplicating contractor, Best Copy and Printing, Inc., [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, [tracey.wilson-parker@fcc.gov](mailto:tracey.wilson-parker@fcc.gov);
- 3) Jodie May, Competition Policy Division, Wireline Competition Bureau, [jodie.may@fcc.gov](mailto:jodie.may@fcc.gov);
- 4) David Krech, Policy Division, International Bureau, [david.krech@fcc.gov](mailto:david.krech@fcc.gov); and
- 5) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov).

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission’s duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); url: [www.bcpiweb.com](http://www.bcpiweb.com).

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