



PUBLIC NOTICE

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

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Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

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DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF USCARRIER TELECOM, LLC TO AMERICAN FIBER SYSTEMS, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 12-231

Comments Due: September 5, 2012
Reply Comments Due: September 12, 2012

On August 16, 2012, USCarrier Telecom Holdings, LLC (USC Holdings), USCarrier Telecom, LLC (USC), and American Fiber Systems, Inc. (AFS) (collectively, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ to transfer control of USC to AFS.

USC is a majority owned subsidiary of USC Holdings. Both are Georgia limited liability companies. USC Holdings' membership consists of seventeen local exchange companies (LECs) or affiliates of LECs (collectively, the Sellers) and AFS, a wholly owned subsidiary of Zayo Group, LLC (Zayo).² Prior to the proposed transaction, Sellers and AFS respectively own approximately 45 percent and approximately 55 percent of the membership units of USC Holdings.³ Applicants state that, while AFS owns approximately 55 percent of the membership units of USC Holdings, AFS does not have actual control of USC Holdings (nor indirect control of USC). USC provides competitive LEC, interexchange, and other telecommunications services in Alabama, Florida (interexchange only), Georgia, South Carolina (interexchange only), and Tennessee (private line services only).

AFS is a Delaware corporation, is a wholly owned direct subsidiary of American Fiber Systems Holding Corp. (AFS Holdings), a Delaware corporation, which is a wholly owned direct subsidiary of Zayo. Zayo is a Delaware limited liability company and a wholly owned subsidiary of Zayo Group Holdings, Inc. (Zayo Holdings), a Delaware corporation, which in turn, is a wholly owned direct

¹ 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.

² Applicants state that two independent local exchange company members own small, minority interests directly in USC equaling, in the aggregate, approximately two percent of the ownership of USC. They further state that USC Holdings intends to purchase all of the ownership interests (approximately one percent) of one of such members prior to completion of the transaction.

³ Applicants state that none of the Sellers individually hold more than 10 percent of the membership interests in USC Holdings or USC.

subsidiary of Communications Infrastructure Investments, LLC (CII), a Delaware limited liability company. Zayo and its subsidiaries provide dark fiber and telecommunications services in multiple states and the District of Columbia primarily to wireless service providers and other communications and business entities.⁴ Applicants state that the following entities hold a 10 percent or greater interest in CII: Oak Investment Partners XII, Limited Partnership (15.06 percent);⁵ M/C Venture Partners VI, L.P. (13.24 percent);⁶ Columbia Capital Equity Partners IV (QP), L.P. (12.07 percent);⁷ Charlesbank Equity Fund VI, Limited Partnership (11.22 percent);⁸ and GTCR Fund X/A LP (11.08 percent).⁹ Applicants further state that all entities are U.S. based.¹⁰

Pursuant to the terms of the proposed transaction, AFS will acquire all of the outstanding membership units in USC Holdings held by Sellers. As a result, USC Holdings will become a wholly owned direct subsidiary of AFS, and USC will become an indirectly owned subsidiary of AFS (and Zayo). AFS will gain actual control of USC Holdings and USC. 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.¹¹

Domestic Section 214 Application Filed for the Transfer of Control of USCarrier Telecom, LLC to American Fiber Systems, Inc. WC Docket No. 12-231 (filed Aug. 16, 2012).

⁴ Applicants state that the following entities are subsidiaries or affiliates of Zayo and are authorized to provide competitive telecommunications services in multiple states: 360networks (USA) Inc., AboveNet Communications, Inc., Arialink Telecom, LLC, Onvoy, Inc., Minnesota Independent Equal Access Corporation, Zayo Enterprise Networks, LLC. Through its owners, Zayo is affiliated with additional competitive telecommunications providers in multiple states. USCarrier Telecom Holdings, LLC, USCarrier Telecom, LLC, and American Fiber Systems, Inc., WC Docket No. 12-231, Joint Application (filed Aug. 16, 2012) (Application) at 19-20.

⁵ The general partner of Oak Investment Partners XII, Limited Partnership is Oak Associates XII, LLC. The following U.S. citizens are the managing Members of Oak Associates XII, LLC: Bandel L. Carano, Edward F. Glassmeyer, Ann H. Lamont, and Fredric W. Harman.

⁶ The general partner of M/C Venture Partners VI, L.P. is M/C VP VI, L.P. The general partner of M/C VP VI, L.P. is M/C Venture Partners, LLC. 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.

⁷ Columbia Capital IV, LLC is the general partner of Columbia Capital Equity Partners IV, L.P., which is the general partner of Columbia Capital Equity Partners IV (QP), L.P. 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.

⁸ Charlesbank Equity Fund VI GP, Limited Partnership is the general partner of Charlesbank Equity Fund VI, Limited Partnership. Charlesbank Capital Partners, LLC is the general partner of Charlesbank Equity Fund VI GP, Limited Partnership. The following U.S. citizens are the managing members and owners of Charlesbank Capital Partners, LLC: Michael Eisenson, Tim Palmer, Kim Davis, Mark Rosen, Michael Choe, Brandon White, Jon Biotti, Andrew Janower, and Michael Thonis.

⁹ GTCR Partners X/A&C LP is the general partner of GTCR Fund X/A LP. GTCR Investment X LLC is the general partner of GTCR Partners X/A&C LP. The following U.S. citizens are members of the board of managers of GTCR Investment X LLC: Mark M. Anderson, Craig A Bondy, Philip A. Canfield, David A Donnini, David S. Katz, Constantine S. Mihos, Collin E. Roche, Sean L. Cunningham, and Aaron D. Cohen.

¹⁰ Applicants attached detailed ownership information to their domestic section 214 application. Application at 9-14 and Exhibit A.

¹¹ 47 C.F.R. § 63.03(b)(2)(i).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer 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 CFR § 63.03(a), interested parties may file comments **on or before September 5, 2012**, and reply comments **on or before September 12, 2012**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.¹² Comments should be filed using the Commission's Electronic Comment Filing System (ECFS). See *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/>.

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; phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, myrva.charles@fcc.gov;
- 3) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, 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; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

For further information, please contact Myrva Charles at (202) 418-1506 or Jodie May at (202) 418-0913.

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¹² Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.