



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

DA 12-1778
Released: November 5, 2012

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF
FIRST TELECOM SERVICES, LLC FROM FIRST COMMUNICATIONS, INC.
TO ZAYO GROUP, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 12-315

Comments Due: November 19, 2012
Reply Comments Due: November 26, 2012

On October 23, 2012, First Communications, Inc. (FCI or Transferor), First Telecom Services, LLC (FTS), and Zayo Group, LLC (Zayo) (collectively, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ to transfer control of FTS from FCI to Zayo.

FCI, a Delaware corporation, is a holding company that operates through two distinct groups: (1) FTS, which offers high capacity metro and long-haul fiber optic network facilities and services across the Midwest and Mid-Atlantic states; and (2) a business services group of carriers comprised of First Communications, LLC (FirstComm), Globalcom, Inc. (Globalcom), and Xtension Services, Inc. (Xtension), that offers data and switched voices services in forty-nine states. The Applicants state only FTS is affected by this proposed transaction. FTS, an Ohio limited liability company, is a wholly owned subsidiary of FCI that provides telecommunications services over its fiber-based network. FTS provides dark fiber and/or interstate telecommunications services in the District of Columbia and the following states: Delaware, Illinois, Indiana, Maryland, Michigan, New Jersey, New York, Ohio, Pennsylvania, Virginia and West Virginia. FTS does not provide intrastate telecommunications services in any state and is currently seeking to surrender its authorization to provide intrastate telecommunications services in New York.²

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. Applicants filed a supplement to their application on November 2, 2012.

² The following subsidiaries of FTS do not provide intrastate or interstate telecommunications services in any state and are currently seeking to surrender their authorizations to provide intrastate telecommunications services in Maryland, Virginia and West Virginia: First Communications Connect, Inc. (f/k/a Allegheny Communications Connect, Inc.) and ACC of Virginia, Inc. (f/k/a Allegheny Communications Connect of Virginia, Inc.).

subsidiary of Communications Infrastructure Investments, LLC (CII), a Delaware limited liability company. Zayo and its subsidiaries provide dark fiber and telecommunications services in forty-five states and the District of Columbia primarily to wireless service providers and other communications and business entities.³ Applicants state that the following U.S. entities hold a 10 percent or greater interest in CII: Oak Investment Partners XII, Limited Partnership (15.06 percent);⁴ M/C Venture Partners VI, L.P. (13.24 percent);⁵ Columbia Capital Equity Partners IV (QP), L.P. (12.07 percent);⁶ Charlesbank Equity Fund VI, Limited Partnership (11.22 percent);⁷ and GTCR Fund X/A LP (11.08 percent).⁸

Pursuant to the Agreement and Plan of Merger, by and among FCI and Zayo, Zayo will acquire all of the outstanding membership units in FTS from FCI. As a result, FTS will become a wholly owned direct subsidiary of Zayo. 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.⁹

³ 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., Aerialink 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. First Communications, Inc., First Telecom Services, LLC, and Zayo Group, LLC Application for Transfer of Control, WC Docket No. 12-315, Joint Application at 18 to 20 (filed Oct. 23, 2012) (Application). Zayo and its affiliates provide interstate or intrastate telecommunications services or dark fiber services in the District of Columbia and the following 45 states: Alabama, Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Zayo and its affiliates are also authorized to provide intrastate services in those states and in Oklahoma and Vermont, where they do not currently provide telecommunications services.

⁴ 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.

⁵ 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.

⁶ 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.

⁷ 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.

⁸ 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. Mihas, Collin E. Roche, Sean L. Cunningham, and Aaron D. Cohen. Applicants attached detailed ownership information to their domestic section 214 application. Application at 9-14 and Exhibit A.

⁹ 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 November 19, 2012**, and reply comments **on or before November 26, 2012**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.¹⁰ 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) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@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 Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

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