

**EXHIBIT B**

**Formation Documents for Zayo**

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ZAYO BANDWIDTH, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ZAYO BANDWIDTH, INC." TO "ZAYO GROUP, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2008, AT 9:32 O'CLOCK A.M.



4346984 8100V

080165531

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6384856

DATE: 02-15-08

**CERTIFICATE OF CONVERSION  
OF  
ZAYO BANDWIDTH, INC.  
TO  
ZAYO GROUP, LLC**

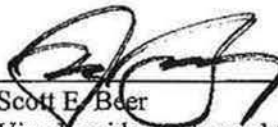
In accordance with the provisions of Section 266 of the Delaware General Corporation Law, **Zayo Bandwidth, Inc.**, a corporation existing under the laws of the State of Delaware (the "**Converting Corporation**"), hereby adopts and authorizes for filing with the Delaware Secretary of State, this Certificate of Conversion (this "**Certificate**") for the purpose of converting the Converting Corporation into a limited liability company organized under the laws of the State of Delaware named **Zayo Group, LLC** (the "**New Company**").

The undersigned, a duly authorized officer of the Converting Corporation, certifies as follows:

1. The Converting Corporation is a corporation organized under the laws of the State of Delaware.
2. The name of the Converting Corporation immediately prior to the conversion and subsequent filing of this Certificate is Zayo Bandwidth, Inc.
3. The date the Converting Corporation was organized under the laws of the State of Delaware is May 4, 2007 under the name CII Holdco, Inc.
4. The name of the New Company as set forth in its Certificate of Formation is Zayo Group, LLC.

This Certificate is executed by the undersigned authorized officer of the Converting Corporation as of February 15<sup>th</sup> 2008.

**ZAYO BANDWIDTH, INC.**,  
a Delaware corporation

By:   
Name: Scott E. Beer  
Title: Vice President, General Counsel and  
Secretary

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ZAYO GROUP, LLC" FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2008, AT 9:32 O'CLOCK A.M.



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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6384856

DATE: 02-15-08

**CERTIFICATE OF FORMATION  
OF  
ZAYO GROUP, LLC**

TO THE SECRETARY OF STATE  
OF THE STATE OF DELAWARE:

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act") hereby certifies that:

**ARTICLE I**

**NAME**

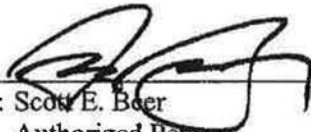
The name of the limited liability company is Zayo Group, LLC (the "Company").

**ARTICLE II**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office and the name and address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle.

**IN WITNESS WHEREOF**, the undersigned authorized agent of the Company has executed this Certificate of Formation as of the 15<sup>th</sup> day of February, 2008.

By:   
Name: Scott E. Beer  
Title: Authorized Person