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August 6, 2014

Via Electronic Filing

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capital Building, 1st Floor
500 East Capital Avenue
Pierre, South Dakota 57501-5070

Re: Zayo Group, LLC
Notification of *Pro Forma* Change in Indirect Ownership

Dear Ms. Van Gerpen:

Zayo Group, LLC (“Zayo”) hereby notifies the Commission of a *pro forma* change in indirect ownership of Zayo (the “*Pro Forma* Change”) that will occur in connection with an initial public offering (“IPO”) by Zayo Group Holdings, Inc.’s (“Holdings”), Zayo’s direct holding company (a copy of Holdings’ registration statement on Form S-1 can be found on the SEC website at www.sec.gov). The *pro forma* change will remove Zayo’s current indirect holding company from the Holdings and Zayo ownership structure by assigning its owners’ equity interests to Holdings and offering a portion of the Holdings equity to the public and is not expected to result in any new equity owners who will hold 10 percent or more indirect ownership in Zayo.

Zayo understands that prior action by the Commission is not required for the *Pro Forma* Change. Accordingly, Zayo submits this letter for informational purposes. In support, Zayo provides the following:

Description of Zayo Group, LLC

Zayo is a Delaware limited liability company with principal offices at 1805 29th Street, Boulder, Colorado 80301. Zayo is a wholly-owned subsidiary of Holdings, a Delaware corporation. Holdings is currently a wholly-owned subsidiary of Communications Infrastructure Investments, LLC (“CII”), a Delaware limited liability company. CII has no majority owner.

Zayo is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over regional and metropolitan fiber networks. These services enable customers to manage, operate, and scale their telecommunications and data networks. Such customers consist primarily of wireless service providers, national and regional telecommunications carriers and other communications service providers, media

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and content companies, schools, hospitals, governments, banks and other bandwidth-intensive enterprises.

In South Dakota, Zayo holds certificates to provide local exchange and interexchange telecommunications services pursuant to the Commission's Order issued in Docket TC12-191.¹ Zayo is also authorized by the FCC to provide domestic and international telecommunications services. Additional information concerning Zayo's legal, technical, managerial and financial qualifications has been submitted to the Commission with various prior filings with respect to Zayo's certification and various transactions and is therefore already a matter of public record. Zayo requests that the Commission take official notice of these existing descriptions of Zayo's qualifications and incorporate them by reference herein. In support of its financial qualifications, a copy of Zayo's most recent SEC Form 10-Q is available at:

<http://www.sec.gov/Archives/edgar/data/1502756/000150275614000022/0001502756-14-000022-index.htm>

and its most recent SEC Form 10-K is available at:

[http://zayo.uldev.co/images/uploads/resources/Financial_Reports/FY4Q2013/Annual/FY_2013_Annual_Report_10-K_\(PDF\).pdf](http://zayo.uldev.co/images/uploads/resources/Financial_Reports/FY4Q2013/Annual/FY_2013_Annual_Report_10-K_(PDF).pdf).

Designated Contacts

Questions, correspondence or other communications concerning this filing should be directed to:

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Description of the Pro Forma Change

In connection with the planned IPO of Holdings, CII will be eliminated from the ownership chain between Holdings and the ultimate investors/owners of the company. As a result of the *Pro Forma* Change, Holdings will become the ultimate parent company of Zayo rather than an intermediate parent company and the current owners of CII will have a direct rather than indirect ownership interest in Holdings. Since immediately after

¹ That Order transferred to Zayo the Certificates of its affiliates, 360networks (USA) inc., that were originally granted in Dockets TC00-079 and TC06-063.

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the *Pro Forma* Change Holdings will continue to have direct control of Zayo and will obtain ultimate control of Zayo with the same ultimate investors/owners, the *Pro Forma* Change is simply an internal change in the ownership chain that is *pro forma* in nature. For the Commission's reference, a chart depicting the pre- and post-*Pro Forma* Change ownership of Zayo is provided as Exhibit A.

Upon completion of the *Pro Forma* Change, the current investors/owners of CII will directly own equity in Holdings. Contemporaneously, Holdings will initiate an IPO to sell a small part of its equity to the public. Zayo and Holdings do not expect any new shareholder to obtain a 10% or greater ownership as a result of the IPO. As a result of the IPO, the shares of some of the current owners will be somewhat diluted.

Public Interest Considerations

Zayo submits that the *Pro Forma* Change is in the public interest. The *Pro Forma* Change is part of the realignment of CII's corporate structure that will provide Holdings and CII with greater flexibility for equity transactions, including the IPO, as well as other corporate and financial transactions, which will further strengthen Zayo's financial qualifications. The *Pro Forma* Change will be entirely transparent to Zayo's customers and will not result in any change in their services. In particular, the rates, terms and conditions of their services will not change as a result of the purely *pro forma* change.

* * * *

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

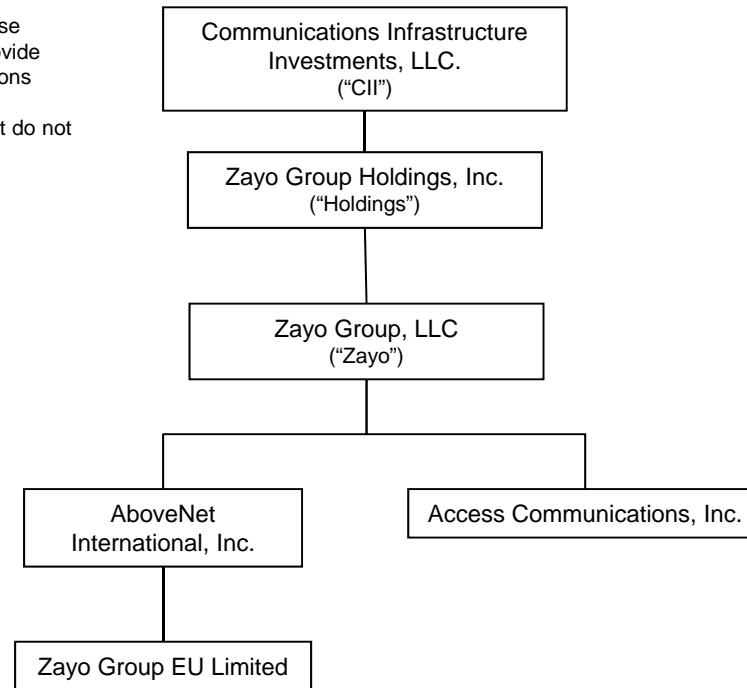
Counsel for Zayo

EXHIBIT A

Pre- and Post-*Pro Forma* Change Ownership of Zayo

Pre-*Pro Forma* Change Corporate Organizational Structure

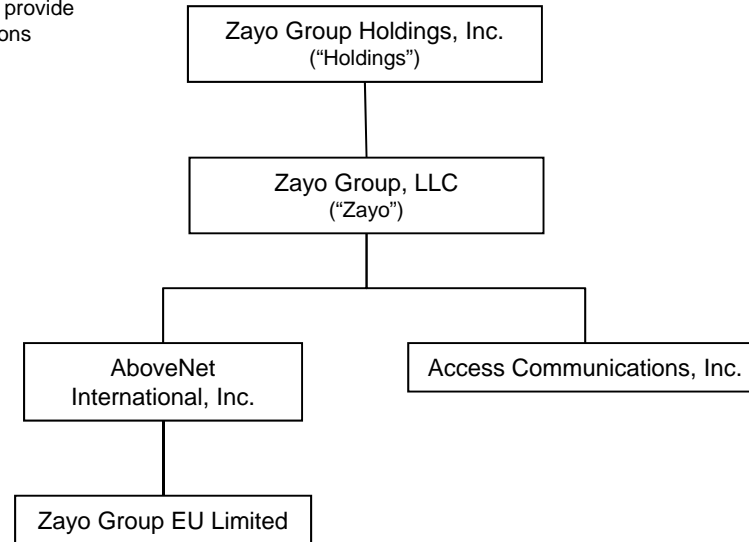
* The entities listed herein only include Zayo and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities.. The chart excludes subsidiaries of Zayo that do not hold authorization to provide intrastate, interstate or international telecommunications services.



Unless otherwise indicated all ownership percentages are 100%.

Post-*Pro Forma* Change Corporate Organizational Structure

* The entities listed herein only include Zayo and those subsidiaries of Zayo that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) will be in the chain of ownership of those entities. after the *Pro Forma* Change. The chart excludes subsidiaries of Zayo that do not hold authorization to provide intrastate, interstate or international telecommunications services..



Unless otherwise indicated all ownership percentages are 100%.

STATE OF COLORADO

§

COUNTY OF BOULDER

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District of Columbia, City of Washington, D.C.

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 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 11th day of July, 2014.



Notary Public

My commission expires _____
Sonja Sykes-Minor
District of Columbia, Notary Public
My Commission Expires
October 14, 2014

