

Diamond Williams

100000-07

From: Ferenchak, Brett P. [Brett.Ferenchak@bingham.com]
Sent: Wednesday, July 21, 2010 2:37 PM
To: Filings@psc.state.fl.us
Subject: Notification of Transfer of Control of American Fiber Systems, Inc.
Attachments: Zayo-AFS - FL Notice.pdf

- a. Brett P. Ferenchak
 Bingham McCutchen LLP
 2020 K Street, N.W.
 Washington, DC 20006
 202-373-6697
 brett.ferenchak@bingham.com
- b. Non-Docket Filing
- c. Zayo Group, LLC and American Fiber Systems, Inc.
- d. 10 Pages Total
- e. Notification of Zayo Group, LLC and American Fiber Systems, Inc. of Indirect Transfer of Control of American Fiber Systems, Inc. to Zayo Group, LLC

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Brett P. Ferenchak
Of Counsel
 T 202.373.6697
 F 202.373.6001
 brett.ferenchak@bingham.com
 B I N G H A M
 Bingham McCutchen LLP
 2020 K Street NW
 Washington, DC 20006-1806

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7/21/2010

FPSC-COMMISSION CLERK

Jean L. Kiddoo
Brett P. Ferenczak
jean.kiddoo@bingham.com
brett.ferenczak@bingham.com
Our file no.: 0000350839

July 21, 2010

By Electronic Filing

Ann Cole, Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
filings@psc.state.fl.us

100000-0T

**RE: Notification of Zayo Group, LLC and American Fiber Systems, Inc.
of Indirect Transfer of Control of American Fiber Systems, Inc. to
Zayo Group, LLC**

Dear Ms. Cole:

Zayo Group, LLC ("Zayo Group") and American Fiber Systems, Inc. ("AFS" and together with Zayo Group, the "Parties"), hereby notify the Florida Public Service Commission ("Commission") of the indirect transfer of control of AFS to Zayo Group (the "AFS-Zayo Transaction"). AFS does not currently provide intrastate telecommunications services in Florida.

It is the Parties' understanding that Commission approval is not required to complete the transactions described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records. In support, the Parties provide the following information:

Description of the Parties

A. Zayo Group, LLC

Zayo Group is a Delaware limited liability company with principal offices located at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. Through its four business units -- Zayo Bandwidth, Zayo Enterprise Services, Zayo Fiber Solutions and zColo -- Zayo Group provides bandwidth, voice, collocation and interconnection, connectivity and dark-fiber related and managed services to carrier, enterprise, small and medium enterprise, and government customers. Zayo Group anticipates that, upon completion of the acquisition of AFS-Zayo Transaction, AFS will initially become part of the Zayo Bandwidth business unit, which provides Private Line, Ethernet, Wavelength, Dedicated Internet Access and Collocation services to wholesale (e.g., other carriers) and large enterprise customers. While Zayo Group is not itself authorized to provide telecommunications in any state, its subsidiaries hold licenses to provide telecommunications in over 20 other states, as well as from the Federal Communications Commission. Zayo Group does not currently have any subsidiaries that are authorized to provide telecommunications services in Florida. Zayo Group has the technical, managerial, and financial qualifications to acquire control of AFS. Zayo Group is

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

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operated by a highly qualified management team, all of whom have extensive backgrounds in the telecommunications industry. Zayo Group's managerial expertise will further strengthen AFS's operations.

B. American Fiber Systems, Inc.

AFS is a Delaware corporation with principal offices located at 100 Meridian Centre, Suite 300, Rochester, New York 14618. AFS is a wholly-owned subsidiary of American Fiber Systems Holding Corp. ("AFSHC"), a Delaware holding company whose principal business is telecommunications.¹ In Florida, AFS is authorized to provide (1) interexchange telecommunications services pursuant to the Commission's authorization issued in Docket No. 001716-TI on March 7, 2001 and (2) alternative local exchange telecommunication services pursuant to the Commission's authorization issued in Docket No. 00717-TX on April 5, 2001. AFS is authorized to provide telecommunications services in other states pursuant to deregulation, registration or certification. AFS is also authorized by the Federal Communications Commission to provide interstate and international services as a non-dominant carrier.

Contact Information

Questions or inquiries concerning this filing may be directed to:

For Zayo Group:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6697 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

and:

Scott E. Beer
General Counsel
Zayo Group, LLC
400 Centennial Parkway, Suite 200
Louisville, CO 80027
303-381-4664 (Tel)
303-226-5923 (Fax)
sbeer@zayo.com

¹ AFSHC holds no regulatory licenses from this or any other regulatory Commission.

For AFS:

Bruce T. Frankiewicz
General Counsel & VP of Regulatory
Affairs
American Fiber Systems, Inc.
100 Meridian Centre, Suite 300
Rochester, NY 14618
585-785-5821 (Tel)
585-785-5822 (Fax)
bfrankiewicz@afsnetworks.com

Description of the Transaction

A. Transfer of Control of AFS to Zayo Group

Zayo Group, Zayo AFS Acquisition Company, Inc. ("Merger Sub"), a direct subsidiary of Zayo Group created specifically for the purposes of this transaction, AFSHC and Robert E. Ingalls, Jr., as the Equity Holder Representative have entered into an Agreement and Plan of Merger dated as of June 24, 2010, whereby AFSHC will merge with and into Merger Sub, with AFSHC surviving the merger. As a result of the transaction, AFSHC will become a direct subsidiary, and AFS will become an indirect subsidiary, of Zayo Group. The Parties therefore notify the Commission of the indirect transfer of control of AFS to Zayo Group. For the Commission's convenience, pre- and post-transaction corporate structure charts are provided as Exhibit A.

Immediately following the consummation of the proposed transaction, AFS will continue to offer service with no change in the rates or terms and conditions of service. Zayo Group, however, plans to change AFS's name to Zayo Metro, Inc.² immediately upon completion of the transaction. Therefore, except for the name change, the transfer of control of AFS will be seamless and transparent to consumers in the State of Florida.

Public Interest Considerations

The transactions described herein will serve the public interest. Under new ownership, AFS will be able to provide high-quality services in Florida, while gaining access to the additional resources and operational expertise of Zayo Group. The transfer of control, therefore, will give AFS the ability to become a stronger competitor, to the ultimate benefit of consumers. AFS's network complements the existing metro and regional networks of Zayo Group's current business units, giving the operating subsidiaries greater market depth and breadth as a result of the transaction. As a result, the transaction will strengthen the Parties' ability to compete with other, much larger, fiber providers in the region to the benefit of consumers and the telecommunications marketplace. Further, except for the name change, the AFS-

² Upon completion of the AFS-Zayo Transaction, AFS will notify its customers of the name change and make all appropriate filings with the Commission to reflect its new name.

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Zayo Transaction will be conducted in a manner that will be transparent to customers of AFS.

Conclusion

Please acknowledge receipt of this filing. Should you have any questions regarding this filing, please do not hesitate to contact Brett P. Ferenchak at 202-373-6697.

Respectfully submitted,

/s/ Brett P. Ferenchak

Jean L. Kiddoo
Brett P. Ferenchak

Counsel for Zayo Group, LLC

cc: Bruce T. Frankiewich (AFS)

DOCUMENT NUMBER DATE

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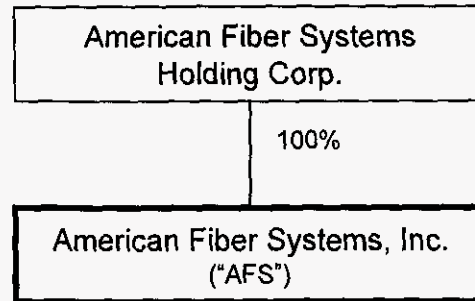
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EXHIBIT A

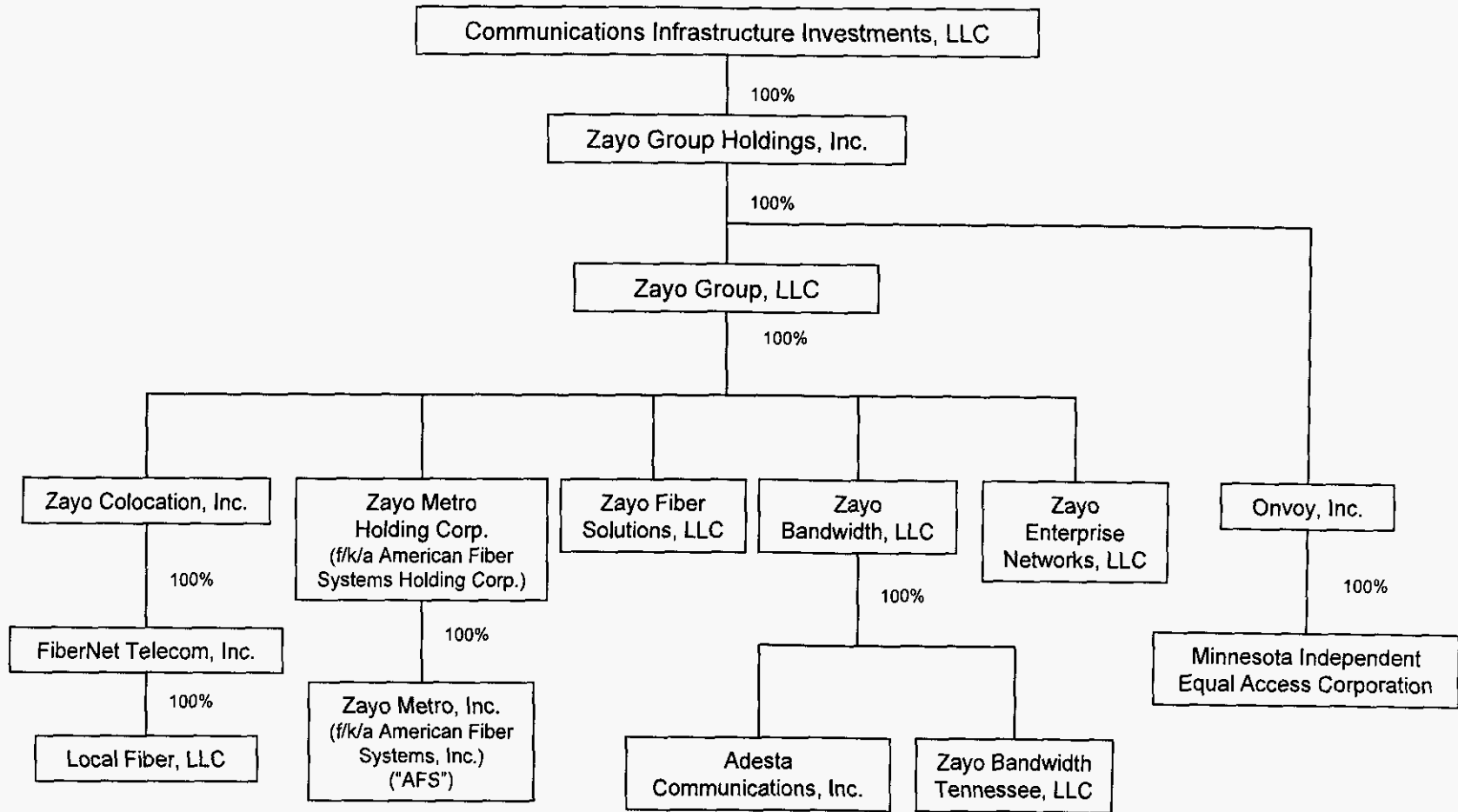
Pre- and Post-Transaction Corporate Organizational Structure

o

Pre-Transaction Corporate Structure of AFS



Post-Transaction Corporate Structure of AFS



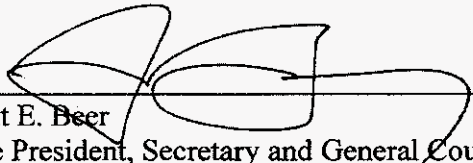
Verifications

STATE OF COLORADO
COUNTY OF BOULDER

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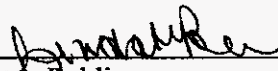
VERIFICATION

I, Scott E. Beer, state that I am the Vice President, Secretary and General Counsel of Zayo Group, LLC (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 with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Scott E. Beer
Vice President, Secretary and General Counsel
Zayo Group, LLC

Sworn and subscribed before me this 7th day of July, 2010.



Notary Public

My commission expires 6-8-2011

✓

STATE OF NEW YORK
COUNTY OF MONROE

§
§
§

VERIFICATION

I, Bruce T. Frankiewich, state that I am the General Counsel & VP of Regulatory Affairs of American Fiber Systems Holding Corp., the parent company of American Fiber Systems, Inc. (together, 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 with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Bruce T. Frankiewich
General Counsel & VP of Regulatory Affairs
American Fiber Systems Holding Corp.

Sworn and subscribed before me this 19th day of July, 2010.



Notary Public

My commission expires _____ **MARTIN CONSTABLE**
NOTARY PUBLIC, State of N.Y., Monroe Co.
My Commission Expires November 28, 2010