BINGHAM

Jean L. Kiddoo Brett P. Ferenchak jean.kiddoo@bingham.com brett.ferenchak@bingham.com

February 24, 2011

Via E-Filing

David Danner, Executive Secretary Washington Utilities and Transportation Commission 1300 South Evergreen Park Drive, S.W. Olympia, WA 98504 records@wutc.wa.gov

But P Ferenchare

Re: Zayo Group, LLC - Registration and Request for Competitive Classification

Dear Mr. Danner:

On behalf of Zayo Group, LLC ("Zayo"), enclosed for filing is the above-referenced Registration.

We would appreciate it if you would please acknowledge receipt of this filing. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

Jean L. Kiddoo

Brett P. Ferenchak

Counsel to Zayo Group, LLC

Boston
Frankfurt
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



REGISTRATION AND COMPETITIVE CLASSIFICATION OF TELECOMMUNICATION COMPANIES

All telecommunications companies must register with the Utilities and Transportation Commission (UTC) prior to beginning operations in the state of Washington. Refer to RCW 80.36, WAC 480-121, 480-80, and 480-120.

1300 South Evergreen Park Drive SW PO Box 47250 Olympia, WA 98504-7250 Telephone 360-664-1160 / Fax 360-586-1150 TTY 360-586-8203 or 1-800-416-5289 Website: www.wutc.wa.gov

The UTC has a policy of providing equal access to its services. To request this document in alternate formats, please call 360-664-1133.

- Complete the application form.
- Submit these forms via the Records Center Web portal or e-mail to records@wutc.wa.gov as an electronic attachment. UTC encourages electronic submission of filings.
- UTC will issue a registration certificate with an effective date 30 days from the date the completed application is received and approved.

Include the following:				
□ Current Balance Sheet	Latest Annual Report, if any			
Competitive Classification				
Applicant is subject to e	effective competition and requests waiver of regulatory requirements 21-063 (1).			
Telecommunications Company Information				

Company Mailing Address: 400 Contannial Parkway Suite 20

Company Mailing Address: 400 Centennial Parkway, Suite 200

City/State/Zip: Louisville, CO 80027 Web Site Address: http://www.zayo.com

Unified Business Identification Number (UBI): 603-079-352

(If you do not know your UBI number or need to request one contact the Department of Licensing at 360-664-1400)

Questions regarding this application should be directed to:

Name: Jean L. Kiddoo and Brett P. Ferenchak - Bingham McCutchen LLP

Phone Number: 202-373-6000 Fax Number: 202-373-6001 E-mail:jean.kiddoo@bingham.com brett.ferenchak@bingham.com

Mailing Address: Bingham McCutchen, LLP, 2020 K Street, NW

City/State/Zip: Washington, DC 20007-1806

Registered Agent (A Washington Agent is required if the company is located outside Washington State):

Name: CT Corporation System

Mailing Address: 1801 West Bay Drive, NW, Suite 206

City/State/Zip: Olympia, WA 98502

Phone Number: 360-357-6794

Name, address and title of each officer or director (attach additional pages if needed)

Name	Address	<u>Title</u>
Dan Caruso	400 Centennial Parkway, Suite 200	President & Chief Executive
	Louisville, CO 80027	Officer
Ken desGarennes	400 Centennial Parkway, Suite 200	Vice President and Chief Financial
	Louisville, CO 80027	Officer
Scott Beer	400 Centennial Parkway, Suite 200	Vice President, General Counsel &
	Louisville, CO 80027	Secretary

Regulatory Contact:

Name: Peter Chevalier, Associate General Counsel

Mailing Address: 400 Centennial Parkway, Suite 200, Louisville, CO 80027

Phone Number: 303-414-4008 Fax Number: 303-226-5039

E-mail: pchevalier @zayo.com

Consumer Questions and/or Complaint Contact:

Name: Zayo Customer Care

Mailing Address: 400 Centennial Parkway, Suite 200, Louisville, CO 80027

Phone Number: **800-390-6094** Fax Number: **303-604-6869**

E-mail: billing@zayo.com

Emergency Contact:

Name: Zayo Network Control Center

Mailing Address: One West Third St., Suite 1300, Tulsa, OK 74103

Phone Number: **866-236-2824** Fax Number: **866-236-5866**

E-mail: ncc@zayo.com

If escalation is necessary, the following is the contact:

Greg Hadlock, NCC Vice President

Direct: 303-731-6662 ghadlock@zayo.com

Telecommunication services that will be provided (check all that apply):					
\boxtimes	Local Exchange Service (Resale)		Data Services		
	Calling Cards		Prepaid Calling Cards		
	Alternate Operator Services		Directory Assistance		
\boxtimes	Long Distance Interlata		WATS (800/888)		
\boxtimes	Long Distance Intralata				
\boxtimes	Other, please specify: (1) Facilities-Based Local IntraLATA and InterLAT				

ZAYO GROUP, LLC AND SUBSIDIARIES

PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) (in thousands)

Restricted cash, current 549 80 Trade receivables, net of allowance of \$1,033 and \$1,093 as of September 30, 2010 and June 30, 2010, respectively 17,004 12,72 Due from related parties — 83 Other receivables 250 33 Prepaid expenses 6,500 5,14 Deferred income taxes 3,621 4,00 Total current assets 182,146 113,11 Property and equipment, net of accumulated depreciation of \$66,943 and \$57,425 as of September 30, 2010 and June 30, 2010, respectively 410,204 301,91 Intangible assets, net of accumulated amortization of \$31,157 and \$28,222 as of September 30, 2010 and June 30, 2010, respectively 60,349 59,85 Goodwill 68,818 68,75 Deferred income taxes 6,333 7,05 Deferred income taxes 6,333 7,05 Other assets 12,430 9,56 Other assets 4,380 4,14 Total assets 12,430 9,56 Liabilities and member's equity 10,625 7,78 Capital lease obligations, current portion 1,625 7,78 <th></th> <th colspan="2">September 30, 2010</th> <th colspan="2">June 30, 2010</th>		September 30, 2010		June 30, 2010	
Cash and cash equivalents \$ 154,222 \$ 89,16 Restricted cash, current 549 80 Trade receivables, net of allowance of \$1,033 and \$1,093 as of September 30, 2010 and June 30, 2010, respectively 17,004 12,72 Due from related parties - 87 Other receivables 250 34 Prepaid expenses 6,500 5,14 Deferred income taxes 3,621 4,00 Total current assets 182,146 113,11 Property and equipment, net of accumulated depreciation of \$66,943 and \$57,425 as of September 30, 2010 and June 30, 2010, respectively 410,204 301,91 Intangible assets, net of accumulated amortization of \$31,157 and \$28,222 as of September 30, 2010 and June 30, 2010, respectively 60,349 59,85 Goodwill 68,818 68,75 Deferred income taxes 6,333 7,05 Deferred income taxes 4,360 \$4 Total assets 5,44,600 \$564,38	Assets				
Restricted cash, current 549 86 Trade receivables, net of allowance of \$1,033 and \$1,093 as of September 30, 2010 and June 30, 2010, respectively 17,004 12,72 Due from related parties — 87 Other receivables 250 33 Prepaid expenses 6,500 5,14 Deferred income taxes 3,621 4,06 Total current assets 182,146 113,11 Property and equipment, net of accumulated depreciation of \$66,943 and \$57,425 as of September 30, 2010 and June 30, 2010, respectively 410,204 301,91 Intangible assets, net of accumulated amortization of \$31,157 and \$28,222 as of September 30, 2010 and June 30, 2010, respectively 60,349 59,85 Goodwill 68,818 68,75 Delefered income taxes 6,333 7,05 Other assets 12,430 9,55 Other assets 4,380 4,14 Total assets \$ 744,660 \$ 564,38 Liabilities and member's equity \$ 15,825 \$ 10,50 Current liabilities \$ 15,825 \$ 10,50 Accrued inabilities \$ 16,578 18,34	Current assets				
Trade receivables, net of allowance of \$1,033 and \$1,093 as of September 30, 2010 and June 30, 2010, respectively	Cash and cash equivalents	\$	154,222	\$	89,161
June 30, 2010, respectively	Restricted cash, current		549		809
Due from related parties	Trade receivables, net of allowance of \$1,033 and \$1,093 as of September 30, 2010 and				
Other receivables 250 34 Prepaid expenses 6,500 5,14 Deferred income taxes 3,621 4,06 Total current assets 182,146 113,11 Property and equipment, net of accumulated depreciation of \$66,943 and \$57,425 as of September 30, 2010 and June 30, 2010, respectively 410,204 301,91 Intangible assets, net of accumulated amortization of \$31,157 and \$28,222 as of September 30, 2010 and June 30, 2010, respectively 60,349 59,85 Goodwill 68,818 68,75 Deferred income taxes 6,333 7,05 Other assets 4,380 9,56 Other assets 4,380 4,14 Total assets 5,43,30 4,14 Total assets 7,44,660 564,38 Liabilities and member's equity 5,54,38 Current liabilities 15,825 \$10,50 Accrued interest 16,578 18,34 Accrued interest 15,625 7,75 Capital lease obligations, current portion 13,44 Due to related parties 60,351 46,46			17,004		12,721
Prepaid expenses 6,500 5,14 Deferred income taxes 3,621 4,06 Total current assets 182,146 113,11 Property and equipment, net of accumulated depreciation of \$66,943 and \$57,425 as of September 30, 2010 and June 30, 2010, respectively 410,204 301,91 Intangible assets, net of accumulated amortization of \$31,157 and \$28,222 as of September 30, 2010 and June 30, 2010, respectively 68,818 68,73 Goodwill 68,818 68,73 7,05 Debt issuance costs, net 12,430 9,56 Other assets 4,380 4,14 Total assets \$ 744,660 \$ 564,38 Liabilities and member's equity Current liabilities \$ 15,825 \$ 10,578 Accrued liabilities \$ 16,578 18,34 Accrued interest 1,625 7,75 Capital lease obligations, current portion 1,354 6,46 Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 350,166 247,08 <td>Due from related parties</td> <td></td> <td></td> <td></td> <td>871</td>	Due from related parties				871
Deferred income taxes					348
Total current assets 182,146 113,111			6,500		5,144
Property and equipment, net of accumulated depreciation of \$66,943 and \$57,425 as of September 30, 2010 and June 30, 2010, respectively 410,204 301,91 Intangible assets, net of accumulated amortization of \$31,157 and \$28,222 as of September 30, 2010 and June 30, 2010, respectively 68,818 68,75 Goodwill 68,818 68,75 Deferred income taxes 6,333 7,05 Debt issuance costs, net 12,430 9,56 Other assets 4,380 4,14 Total assets 4,380 4,14 Total assets 5,44,660 \$564,38 Liabilities and member's equity Current liabilities 16,578 18,34 Accrued liabilities 16,578 18,34 Accrued liabilities 1,344 1,67 Due to related parties 13,544 1,67 Due to related parties 13,544 1,67 Due to related parties 13,544 1,67 Due to related parties 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12 Member's interest 253,261 2	Deferred income taxes		3,621		4,060
September 30, 2010 and June 30, 2010, respectively 410,204 301,91 Intangible assets, net of accumulated amortization of \$31,157 and \$28,222 as of September 30, 2010 and June 30, 2010, respectively 60,349 59,85 Goodwill 68,818 68,75 Deferred income taxes 6,333 7,05 Debt issuance costs, net 12,430 9,56 Other assets 4,380 4,14 Total assets \$744,660 \$564,38 Liabilities and member's equity Current liabilities Accrued insplitities 16,578 11,625 Accrued interest 1,625 7,79 Capital lease obligations, current portion 1,340 1,67 Due to related parties 13,544 - Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Senior secured notes 350,166 247,08 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability	Total current assets		182,146		113,114
September 30, 2010 and June 30, 2010, respectively 410,204 301,91 Intangible assets, net of accumulated amortization of \$31,157 and \$28,222 as of September 30, 2010, respectively 60,349 59,85 Goodwill 68,818 68,75 Deferred income taxes 6,333 7,05 Debt issuance costs, net 12,430 9,56 Other assets 4,380 4,14 Total assets \$744,660 \$564,38 Liabilities and member's equity Current liabilities \$15,825 \$10,50 Accrued insplitities 16,578 11,340 Accrued interest 1,625 7,79 Capital lease obligations, current portion 1,340 1,67 Due to related parties 13,544 - Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64	Property and equipment, net of accumulated depreciation of \$66,943 and \$57,425 as of				
Intangible assets, net of accumulated amortization of \$31,157 and \$28,222 as of September 30, 2010 and June 30, 2010, respectively			410,204		301,911
2010 and June 30, 2010, respectively 60,349 59,85 Goodwill 68,818 68,73 Deferred income taxes 12,430 9,56 Other assets 4,380 4,14 Total assets \$ 744,660 \$ 564,38 Liabilities and member's equity Current liabilities Accounts payable \$ 15,825 \$ 10,50 Accrued liabilities 16,578 18,34 Accrued liabilities 1,625 7,79 Capital lease obligations, current portion 13,444 - Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 495,664 351,24 Member's equity 495,664 351,24 Member's inte					
Deferred income taxes 6,333 7,05 Debt issuance costs, net 12,430 9,56 Other assets 4,380 4,14 Total assets 744,660 \$ 564,38 Liabilities and member's equity Current liabilities Accounts payable \$ 15,825 \$ 10,50 Accrued liabilities 16,578 18,34 Accrued interest 1,625 7,79 Capital lease obligations, current portion 1,340 1,67 Due to related parties 13,544 - Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity	2010 and June 30, 2010, respectively		60,349		59,851
Debt issuance costs, net 12,430 9,56 Other assets 4,380 4,14 Total assets \$ 744,660 \$ 564,38 Liabilities and member's equity Current liabilities Accounts payable \$ 15,825 \$ 10,50 Accrued inabilities 16,578 18,34 Accrued interest 1,625 7,79 Capital lease obligations, current portion 1,340 1,67 Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Secior secured notes 350,166 247,08 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,33 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12	Goodwill		68,818		68,751
Other assets 4,380 4,14 Total assets \$ 744,660 \$ 564,38 Liabilities and member's equity Current liabilities Accounts payable \$ 15,825 \$ 10,50 Accrued liabilities 16,578 18,34 Accrued interest 1,625 7,79 Capital lease obligations, current portion 13,344 Due to related parties 13,344 Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,33 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12	Deferred income taxes		6,333		7,050
Liabilities and member's equity Current liabilities Accounts payable \$ 15,825 \$ 10,50 Accrued liabilities 16,578 18,34 Accrued interest 1,625 7,79 Capital lease obligations, current portion 1,340 1,67 Due to related parties 13,544 - Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12	Debt issuance costs, net		12,430		9,560
Liabilities and member's equity Current liabilities \$ 15,825 \$ 10,50 Accounts payable \$ 16,578 18,30 Accrued liabilities 16,678 18,30 Accrued interest 1,625 7,79 Capital lease obligations, current portion 1,340 1,67 Due to related parties 13,544 Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12	Other assets		4,380		4,144
Current liabilities \$ 15,825 \$ 10,50 Accounts payable \$ 15,825 \$ 10,50 Accrued liabilities 16,578 18,34 Accrued interest 1,625 7,79 Capital lease obligations, current portion 1,340 1,67 Due to related parties 13,544 Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12	Total assets	\$	744,660	\$	564,381
Current liabilities \$ 15,825 \$ 10,50 Accounts payable \$ 15,825 \$ 10,50 Accrued liabilities 16,578 18,34 Accrued interest 1,625 7,79 Capital lease obligations, current portion 1,340 1,67 Due to related parties 13,544 Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12	Liabilities and member's equity				
Accounts payable \$ 15,825 \$ 10,50 Accrued liabilities 16,578 18,34 Accrued interest 1,625 7,79 Capital lease obligations, current portion 1,340 1,67 Due to related parties 13,544 - Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12					
Accrued liabilities 16,578 18,34 Accrued interest 1,625 7,79 Capital lease obligations, current portion 1,340 1,67 Due to related parties 13,544 - Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12		\$	15 825	\$	10 502
Accrued interest 1,625 7,79 Capital lease obligations, current portion 1,340 1,67 Due to related parties 13,544 - Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12		Ψ		Ψ	18,349
Capital lease obligations, current portion 1,340 1,67 Due to related parties 13,544 - Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12					7,794
Due to related parties 13,544 — Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12					1,673
Deferred revenue, current portion 11,439 8,14 Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12					
Total current liabilities 60,351 46,46 Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12					8,146
Capital lease obligations, net of current portion 10,881 11,03 Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12				_	
Senior secured notes 350,166 247,08 Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity Member's interest 253,261 217,12					
Deferred revenue, net of current portion 45,540 22,64 Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity 253,261 217,12					11,033
Stock-based compensation liability 26,510 21,62 Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity 253,261 217,12					247,080
Other long term liabilities 2,216 2,39 Total liabilities 495,664 351,24 Member's equity 253,261 217,12					22,648
Total liabilities 495,664 351,24 Member's equity 253,261 217,12	Stock-based compensation liability		26,510		21,623
Member's equity Member's interest 253,261 217,12	Other long term liabilities		2,216		2,397
Member's interest 253,261 217,12	Total liabilities		495,664		351,245
					217,129
Accumulated deficit (4,265) (3,99	Accumulated deficit		(4,265)		(3,993)
Total member's equity 248,996 213,13	Total member's equity		248,996		213,136
Total liabilities and member's equity <u>\$ 744,660</u> <u>\$ 564,38</u>	Total liabilities and member's equity	\$	744,660	\$	564,381

The accompanying notes are an integral part of these condensed consolidated financial statements.

STATE OF COLORADO	§
	8
COUNTY OF BOULDER	§

VERIFICATION

I, Scott E. Beer, state that I am the 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 with respect to the Company are true and correct to the best of my knowledge, information, and belief.

Scott E. Beer

VP, General Counsel & Secretary

Zayo Group, LLC

Sworn and subscribed before me this <u>3</u> day of February, 2011.

Notary Public 1 B537

My commission expires 6-8-2011