

RECIPIENT NAME:Zayo Group, LLC

AWARD NUMBER: NT12BIX5570002

DATE: 11/30/2012

OMB CONTROL NUMBER: 0660-0037

EXPIRATION DATE: 12/31/2013

QUARTERLY PERFORMANCE PROGRESS REPORT FOR BROADBAND INFRASTRUCTURE PROJECTS

General Information

1. Federal Agency and Organizational Element to Which Report is Submitted Department of Commerce, National Telecommunications and Information Administration	2. Award Identification Number NT12BIX5570002	3. DUNS Number 808193960
4. Recipient Organization Zayo Group, LLC 400 Centennial Pkwy Suite 200, Louisville, CO 80027-1210		
5. Current Reporting Period End Date (MM/DD/YYYY) 09-30-2012	6. Is this the last Report of the Award Period? <input type="radio"/> Yes <input checked="" type="radio"/> No	
7. Certification: I certify to the best of my knowledge and belief that this report is correct and complete for performance of activities for the purposes set forth in the award documents.		
7a. Typed or Printed Name and Title of Certifying Official David Lundy	7c. Telephone (area code, number and extension) 3039477052	
	7d. Email Address david.lundy@zayo.com	
7b. Signature of Certifying Official Submitted Electronically	7e. Date Report Submitted (MM/DD/YYYY): 11-30-2012	

Project Indicators (This Quarter)

1. Please describe significant project accomplishments completed during this quarter (600 words or less).
 Current aerial miles constructed is 56 of 84 total.
 Current underground miles constructed is 173 of 192 total.
 Total miles currently constructed is 229.49 of 276 for the total project for a total percentage of 85% complete.
 Miles not yet constructed but all permits received 29.
 Interconnection points installed 483 of 625 for a total of 78% complete. Zayo leaves a slack loop for tie in purposes every 2,500 feet. This is what we label as interconnection points.
 We have currently connected (run the dark fiber to) 102 CAI's (no electronics, not ready for use) of the 145 CAI's for the whole project for a total percentage of 72.2% complete OSP. 3 have Equipment installed which brings the total connected to 105.
 We currently have 17 Railroad ROW permits of 17 total for a total of 100% complete.
 We currently have 34 City Permits of 35 total for a total of 97.1% complete.
 We currently have 37 County Permits of 38 total for a total of 97.3% complete.
 We currently have 27 State Permits of 28 total for a total of 96.4% complete.
 Currently we Need 1 DNR/Fish & Wildlife Permit anticipated news by Nov 4th 2012.
 We currently have 24 DNR Permits of 28 total for a total of 85.5% complete.
 We currently have 1 Corp of Engrs Permits of 2 total for a total of 50% complete.
 We currently have 139 permits of 148 total for a total of 86.5% Complete for all permits.
 We currently have 1550 miles of Aerial Poles Make Ready completed of 1710 total for a total of 91% complete.

2. Please provide the percent complete for the following key milestones in your project. Write "0" in the Percent Complete column and "N/A" in the Narrative column if your project does not include this activity. If you provided additional milestones in your baseline plan, please insert them at the bottom of the table. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the most recent reporting quarter. Please provide a narrative description if the percent complete is different from the target provided in your baseline plan (300 words or less).

	Milestone	Percent Complete	Narrative (describe reasons for any variance from baseline plan or subsequent written updates provided to your program officer)
2a.	Overall Project	52	This is based on actual spend.
2b.	Environmental Assessment	100	This is in line with our detailed budget.
2c.	Network Design	89	This is based on actual spend.
2d.	Rights of Way	0	N/A
2e.	Construction Permits and Other Approvals	0	N/A
2f.	Site Preparation	0	Zayo included this in our baseline, but did not include this in our detailed budget.
2g.	Equipment Procurement	7	This is based on actual spend.
2h.	Network Build (all components - owned, leased, IRU, etc)	58	This is based on actual spend.
2i.	Equipment Deployment	0	Zayo included this in our baseline, but did not include this in our detailed budget.
2j.	Network Testing	0	N/A
2k.	Other (please specify):0	0	N/A

3. To the extent not covered above, please describe any challenges or issues faced during this past quarter in achieving planned progress against the project milestones listed above. In particular, please identify any areas or issues where technical assistance from the BTOP program may be useful (600 words or less).

Zayo is ahead of schedule and below budget and plans to stay that way.

4. Please report the following information regarding network build progress. Write "0" in the Total column and "N/A" in the Narrative column if your project does not include this activity. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the most recent reporting quarter. Please provide a narrative description if the total is different from the target provided in your baseline plan (600 words or less).

Indicator	Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)
New network miles deployed	229	This is based on actual build.
New network miles leased	0	N/A
Existing network miles upgraded	0	N/A
Existing network miles leased	0	N/A
Number of miles of new fiber (aerial or underground)	229	This is based on actual build.
Number of new wireless links	0	N/A
Number of new towers	0	N/A
Number of new and/or upgraded interconnection points	483	This is because we are equally spacing all interconnection points.

For questions 5 and 6 please include information relating to agreements that you are negotiating or have entered into, or that your sub recipient, contractor or subcontractor is negotiating or entered into.

5a. If applicable, please provide the following information with regard to agreements with broadband wholesalers and/or last mile providers as a result of your project.

Indicators	
Number of signed agreements with broadband wholesalers or last mile providers	0
Number of agreements currently being negotiated with broadband wholesalers or last mile providers	4
Average term of signed agreements (in quarters)	0

5b. Please list the names of the wholesale and last mile providers with whom you have signed agreements (100 words or less). Providers:
N/A

5c. What wholesale services are being provided by this project? Please describe below. As an attachment to this report, please provide pricing plans (in \$ per month) associated with each wholesale service provided by your product (100 words or less). Wholesale services description:
N/A

5d. If you have designated a third party to operate all or a portion of your network, please provide the name and contact information for this third party, indicate if this entity is a sub recipient, contractor, and/or subcontractor, and describe with specificity the portion of your network this this third party operates (600 words or less).
N/A

6. Please provide the data according to the type of subscriber. Write "0" in the Total column and "N/A" in the Narrative column if your project does not pass or serve a particular subscriber type. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the most recent reporting quarter. Please provide a narrative description if the total is different from the target provided in your baseline plan (300 words or less).

Subscriber Type	Access Type	Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)
Broadband Wholesalers or Last Mile Providers	Providers with signed agreements receiving new access	0	Zayo is not connected to sites yet and needs to before we can sell or improve connections. Zayo expects to match our baseline by the end of the project timeline.
	Providers with signed agreements receiving improved access	0	Zayo is not connected to sites yet and needs to before we can sell or improve connections. Zayo expects to match our baseline by the end of the project timeline.
	Providers with signed agreements receiving access to dark fiber	0	Zayo is not connected to sites yet and needs to before we can sell or improve connections. Zayo expects to match our baseline by the end of the project timeline.

Subscriber Type	Access Type	Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)
	Please identify the speed tiers that are available and the number of subscribers for each	0	The dark fiber is limited only by the equipment, so can run 10meg to 100gig.
Community Anchor Institutions (including Government institutions)	Total subscribers served	0	This is because we have not connected the passed institutions yet.
	Subscribers receiving new access	0	This is based on actuals to date.
	Subscribers receiving improved access	0	This is based on actuals to date.
	Please identify the speed tiers that are available and the number of subscribers for each	0	10meg to 100gig - ENA (100meg - 200meg, 1 gig), UDWI - 10meg, CMN - 1000meg,
Residential / Households	Entities passed	0	This is a middle mile project.
	Total subscribers served	0	This is a middle mile project.
	Subscribers receiving new access	0	This is a middle mile project.
	Subscribers receiving improved access	0	This is a middle mile project.
	Please identify the speed tiers that are available and the number of subscribers for each	0	This is a middle mile project.
Businesses	Entities passed	0	This is a middle mile project.
	Total subscribers served	0	This is a middle mile project.
	Subscribers receiving new access	0	This is a middle mile project.
	Subscribers receiving improved access	0	This is a middle mile project.
	Please identify the speed tiers that are available and the number of subscribers for each	0	This is a middle mile project.

7. Please describe any special offerings you may provide (600 words or less).
None

8a. Have your network management practices changed over the last quarter? Yes No

8b. If so, please describe the changes (300 words or less).
N/A

9. Community Anchor Institutions:
Using the table below, please provide a list by service area of the community anchor institutions (including Government institutions) connected to your network as a result of BTOP funds. Figures should be reported for the most recent reporting quarter only (NOT cumulatively). Also indicate whether your organization is currently providing broadband service to the anchor institution. Finally, provide a short narrative description with examples of how institutions are using BTOP-funded infrastructure (300 words or less).

Institution Name	Service Area (town or county)	Type of Anchor Institution (as defined in your baseline)	Are you also the broadband service provider for this institution? (Yes / No)	Narrative description of how anchor institutions are using BTOP-funded infrastructure

Institution Name	Service Area (town or county)	Type of Anchor Institution (as defined in your baseline)	Are you also the broadband service provider for this institution? (Yes / No)	Narrative description of how anchor institutions are using BTOP-funded infrastructure
N/A	N/A	N/A	N/A	N/A

Project Indicators (Next Quarter)

1. Please describe significant project accomplishments planned for completion during the next quarter (600 words or less).
 Zayo plans to be complete ahead of schedule and under budget by the end of next quarter.
 Zayo should have all 276 miles constructed by next quarter.
 Zayo should have 145 CAIs connected by the end of next quarter.
 Zayo should have 2 last mile agreements executed by next quarter with the rest by the end of the award period.

2. Please provide the percent complete for the following key milestones in your project. Write "0" in the Planned Percent Complete column and "N/A" in the Narrative column if your project does not include this activity. If you provided additional milestones in your baseline plan, please insert them at the bottom of the table. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the next reporting quarter. Please provide a narrative description if the percent complete is different from the target provided in your baseline plan (300 words or less).

	Milestone	Planned Percent Complete	Narrative (describe reasons for any variance from baseline plan or any other relevant information)
2a.	Overall Project	100	This is based on the projected spend for the entire project.
2b.	Environmental Assessment	100	This is in line with our baseline.
2c.	Network Design	100	This is in line with our baseline.
2d.	Rights of Way	0	N/A
2e.	Construction Permits and Other Approvals	0	N/A
2f.	Site Preparation	0	This is below our baseline, because Zayo projected building some hut sites that are not required for this build.
2g.	Equipment Procurement	100	This is based on projected spend.
2h.	Network Build (all components - owned, leased, IRU, etc.)	100	This is based on projected spend.
2i.	Equipment Deployment	0	This is because Zayo included this in our baseline but did not include it in our detailed budget.
2j.	Network Testing	0	N/A
2k.	Other (please specify): 0	0	N/A

3. Please describe any challenges or issues anticipated during the next quarter that may impact planned progress against the project milestones listed above. In particular, please identify any areas or issues where technical assistance from the BTOP program may be useful (600 words or less).
 Zayo is ahead of schedule and plans to stay that way.

Infrastructure Budget Execution Details

Activity Based Expenditures (Infrastructure)

1. Please provide details below on your total budget, cumulative actual expenditures (for the period ending the current quarter), and cumulative anticipated expenditures (for the period ending next quarter) for each line item, including detailed disbursements of both matching funds and federal funds from project inception through end of this quarter (actual) or next quarter (anticipated). Actual and anticipated figures should be reported cumulatively from award inception to the end of the applicable reporting quarter.

Budget for Entire Project				Actuals from Project Inception through End of Current Reporting Period			Anticipated Actuals from Project Inception through End of Next Reporting Period		
Cost Classification	Total Cost (plan)	Matching Funds (plan)	Federal Funds (plan)	Total Cost	Matching Funds	Federal Funds	Total Costs	Matching Funds	Federal Funds
a. Administrative and legal expenses	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
b. Land, structures, right-of-ways, appraisals, etc.	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
c. Relocation expenses and payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
d. Architectural and engineering fees	\$603,779	\$181,134	\$422,645	\$568,527	\$170,558	\$397,969	\$603,779	\$181,134	\$422,645
e. Other architectural and engineering fees	\$22,601	\$6,780	\$15,821	\$22,601	\$6,780	\$15,821	\$22,601	\$6,780	\$15,821
f. Project inspection fees	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
g. Site work	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
h. Demolition and removal	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
i. Construction	\$15,004,615	\$4,501,385	\$10,503,230	\$8,753,680	\$2,626,104	\$6,127,576	\$15,004,615	\$4,501,385	\$10,503,230
j. Equipment	\$2,647,380	\$794,214	\$1,853,166	\$185,353	\$55,606	\$129,747	\$2,647,380	\$794,214	\$1,853,166
k. Miscellaneous	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
l. SUBTOTAL (add a through k)	\$18,278,375	\$5,483,513	\$12,794,862	\$9,530,161	\$2,859,048	\$6,671,113	\$18,278,375	\$5,483,513	\$12,794,862
m. Contingencies	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
n. TOTALS (sum of l and m)	\$18,278,375	\$5,483,513	\$12,794,862	\$9,530,161	\$2,859,048	\$6,671,113	\$18,278,375	\$5,483,513	\$12,794,862

2. Program Income: Please provide the program income you listed in your application budget and actuals to date through the end of the reporting period.

a. Application Budget Program Income: \$0	b. Program Income to Date: \$0
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