

#20 Response

As a middle mile provider, Zayo Bandwidth LLC offers the services shown in attachment B to all last mile providers, businesses and anchor institutions. The middle mile network is thus available to a broad group of users and institutions eg. libraries, hospitals, educational institutions, public safety, etc.. Zayo does not provide broadband connectivity directly to residential households, but provides this connectivity via last mile providers.

At each unserved and underserved location on the fiber will be an interconnect point. All the services shown in Appendix B, listed against Zayo Bandwidth LLC are available at each interconnect point.

The Zayo middle mile network is an open network, where bandwidth is available to other carriers, last mile providers, anchor institutions and businesses. Zayo allows any party to connect to its network.

The I-Light services shown are available to the 21 Ivy Tech community colleges. These are the same services as available to all members of I-Light.

There are no restrictions on the service offerings at each interconnect point. All bandwidths specified in attachment B are available simultaneously in the uplink and downlink direction. For example 100Mb/s means 100Mb/s available in uplink direction simultaneously with 100Mb/s available in downlink direction. The service offerings by Zayo Bandwidth LLC and I-Light are described below :

Zayo Bandwidth Offerings

Private Line

TDM and SONET based transport services in a full range of speeds are offered within a metro or regionally between markets. Private line services are protected and ride diverse fiber routes. Point-to-point and point-to-multipoint configurations are supported. Zayo Bandwidth provides enterprise customers and network operators with powerful bandwidth with unmatched reliability to transport mission-critical telecommunications traffic.

Ethernet

Ethernet transport services in a full range of speeds (50Mb-1G). Offered within a metro or regionally between markets, Ethernet services are offered in point-to-point and point-to-multipoint configurations. Zayo Bandwidth's Dedicated Ethernet services ride Zayo Bandwidth's SONET ring infrastructure and boast SONET-like restoration times while utilizing the familiar and flexible Ethernet protocol. Shared Ethernet services are also available and is a cost effective alternative to TDM based transport.

Wavelength

In 2.5Gig and 10Gig speeds, wavelengths are typically purchased unprotected. Zayo Bandwidth's Wavelength Service is a point-to-point, unprotected, bi-directional circuit, which provides a cost-effective and flexible alternative to dark fiber and high bandwidth traditional capacity services. With limited upfront investment – without the expense of owning and operating an optical network infrastructure – Zayo Bandwidth's regional and metro wavelength service offer customized solutions for businesses to quickly supplement existing networks. By shifting the technology burden to Zayo Bandwidth, network providers and enterprise customers can avoid the high cost of frequent and continuous upgrades to optical equipment and concentrate efforts on growing core business.

Dedicated Internet Access (IP)

Zayo Bandwidth's Dedicated Internet Access (DIA) services provide dedicated Internet access connectivity at speeds ranging from 10Mb to 1G. DIA is designed to meet the needs of mid- to large-sized businesses and institutions—including educational facilities, hospitals, and Internet service providers.

Dark Fiber

Single mode dark fiber is available in a lateral or ring architecture. Typically sold in a protected configuration with one data strand and one protect strand. Capacity determined by buyer optronics.

I-Light Service Offering to the 21 Ivy Tech Community Colleges

For each service, connectivity is provided to Indiana Gigapop, providing unrestricted bandwidth between I-Light members and other national institutions connected to Research and Education networks (Internet 2 and National Lambda Rail.) In addition, members can subscriber to commodity internet access at 60, 110 or 500 Mb/s depending on each members need.

Attachment B

Prices for services at interconnect point.

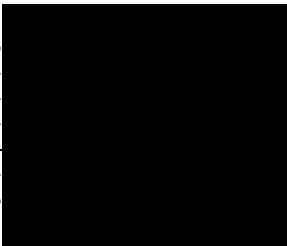
Service Offering	Distance Band or Point to Point	Minimum Peak Load Network Bandwidth Capacity (Mbps)
Private Line (SONET protected)	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	45Mbps
Private Line (SONET protected)	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	155Mbps
Private Line (SONET protected)	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	620Mbps
Private Line (SONET protected)	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	2,480Mbps
Ethernet	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	50Mbps
Ethernet	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	100Mbps
Ethernet	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	1000Mbps
Dedicated Internet Access	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	10Mbps
Dedicated Internet Access	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	20Mbps
Dedicated Internet Access	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	30Mbps
Dedicated Internet Access	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	40Mbps
Dedicated Internet Access	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	45Mbps
Dedicated Internet Access	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	50Mbps
Dedicated Internet Access	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	100Mbps
Dedicated Internet Access	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	1000Mbps
Wavelengths	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	2,480Mbps
Wavelengths	Point to Point from any On-Net Location to Indianapolis Carrier Hotel	10,000Mbps
Dark Fiber	Point to Point from any On-Net Location to specified POP	Dependent on buyer optronics
-		

An On-Net location is one that has built directly to a pre-provisioned interconnection / splice point on the Zayo network.

For pricing ranges, pricing is based on several factors including distance between locations (since longer fiber distances indicate more "hops" through regeneration stations), customer requirements for special hand-offs to premise equipment (CAT5 or Ethernet or 2-fiber or 4-fiber), protection options such as dual entrance, fiber path diversity, core network protection, and auto-switching in case of SONET ring cut, special routing requests (i.e. avoiding a city where the customer knows his primary links run).

Prices for Service at each Ivy Tech Community College

Service Offering	Distance Band or Point to Point	Minimum Peak Load Network Bandwidth	Other
1 Gb/s VLAN	Ivy Tech community college to I-Light POP	1Gb/s	
1 Gb/s VLAN with 60Mb/s commodity Internet	Ivy Tech community college to I-Light POP	1Gb/s	
1 Gb/s VLAN with 110Mb/s commodity Internet	Ivy Tech community college to I-Light POP	1Gb/s	
1 Gb/s VLAN with 500Mb/s commodity Internet	Ivy Tech community college to I-Light POP	1Gb/s	



#21)

For the underserved and unserved areas Zayo is serving with the deployment of this network there are no middle mile providers offering high bandwidth broadband services following the same fiber route as proposed in this project.

Where there is an intersection of an existing middle mile provider and the fiber route proposed in this project, the pricing for their services is not readily available from the provider. Middle mile pricing is typically specific to the scenario, and is based on distance, bandwidth required and services offered.

Since for the vast majority of the fiber route, there is no alternate middle mile presence, the pricing provided by the alternate middle mile provider would be dramatically more expensive, due to the additional fiber build it would need to undertake from the nearest interconnect point which is typically 10's of miles away.

At the 21 Ivy Tech community colleges being provided with direct fiber connectivity, the current situation is that typically expensive, inflexible and comparatively low bandwidth T1 lines are the only option available. Thus each school is spending their monthly internet allocation on T1 based broadband, providing them with less than 5Mb/s bandwidth, when other schools served by broadband are spending the same dollars, for bandwidth of at least 100Mb/s. Some of the schools are located in areas where the city or municipality provides "free" internet access via WiFi, but the students with wireless access on their laptops suffer from the issues inherent in an oversubscribed "free" network – slow response, inconsistent log-on experience, and lack of tech support. This scenario also precludes them from accessing anything but the public internet and they then have no access to Internet2, National LambdaRail and the other I-Light connection options.

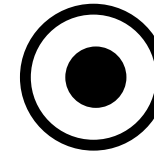
This project aims to level the playing field and provides all students with the same opportunities enabled by high speed broadband. With this project, the students at the 21 community colleges will be afforded the same broadband opportunity as students at other schools served by broadband. Thus the number of simultaneous users of broadband is dramatically increased at these schools, and the level of broadband for each user is increased. In addition access is made available to the key research networks, Internet2 and LambdaRail.

In addition to Zayo Bandwidth LLC, middle mile providers in Indiana include :

Indiana Fiber Network (IFN), Kentucky Data Link (KDL), Embarq, Smithville, Enhanced Telecommunications (ETC).



Existing Network Fiber



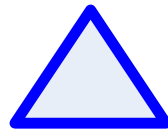
Access Points - Delivering Ethernet, Private Line and DIA to last mile providers and end users.



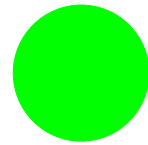
New Fiber Builds



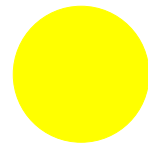
Equipment Path




Ivy Tech School



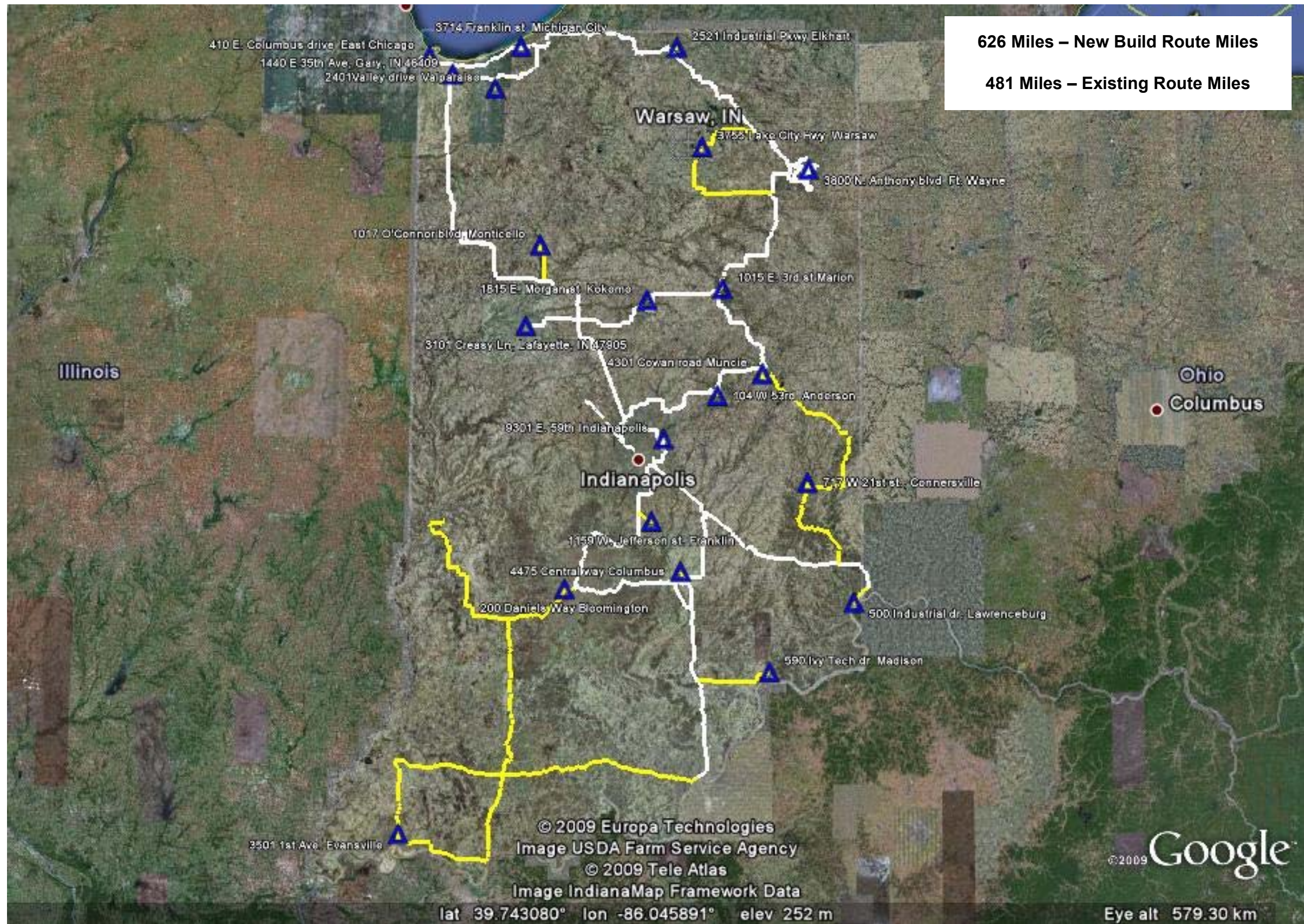
Existing Zayo Facility - Connecting to existing network drop points and providing Transport to last mile providers and end users.



New Colocation Facility - Connecting to existing network drop points and providing Transport to last mile providers and end users.

	Scale	Sheet	Size	REV
	Not to Scale	1 of 1	B	A
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Key				

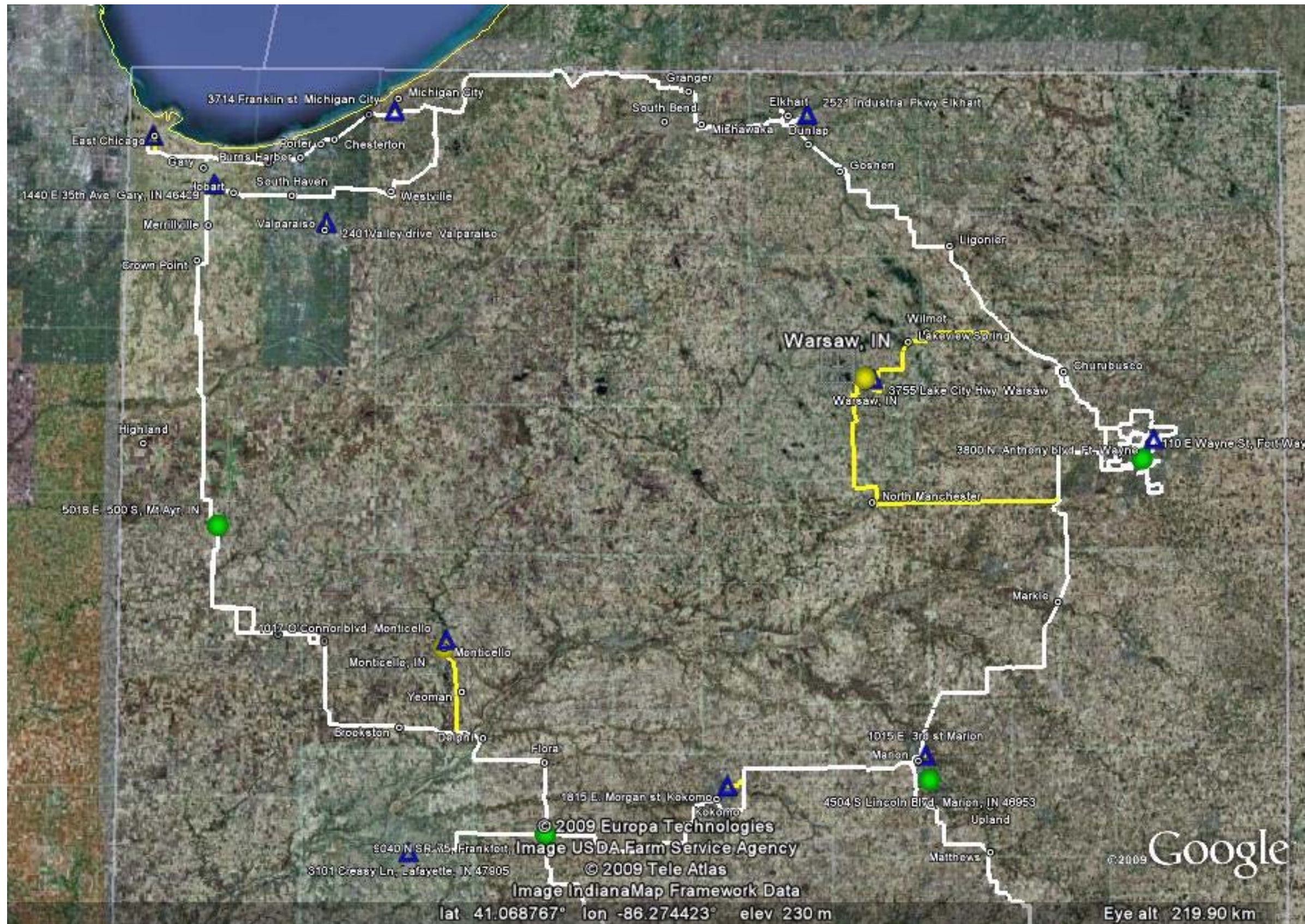
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Date: 9/14/09



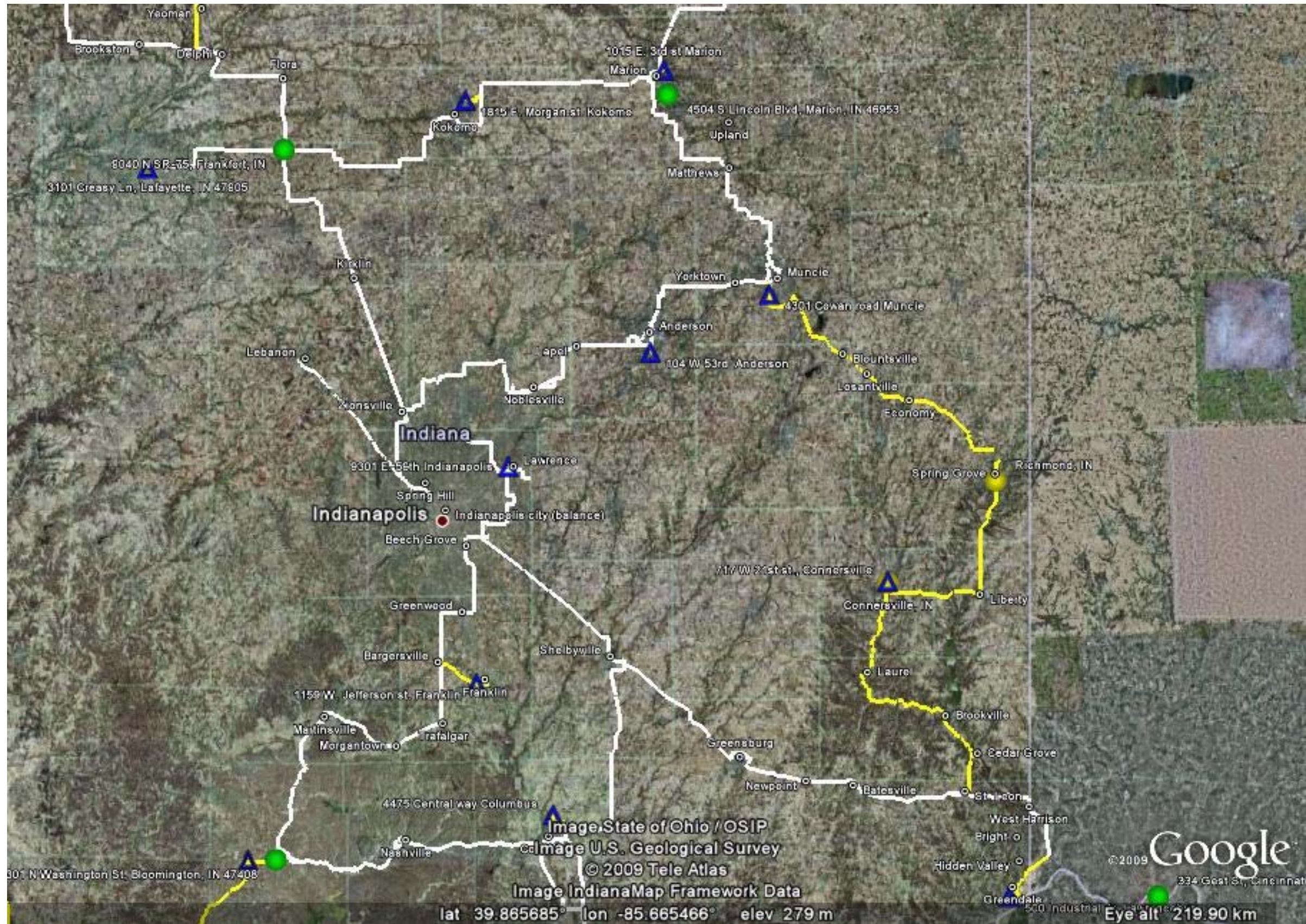
626 Miles – New Build Route Miles
481 Miles – Existing Route Miles

Drawn by: EBH
 Date: 9/14/09


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	Drawing No. Overview			

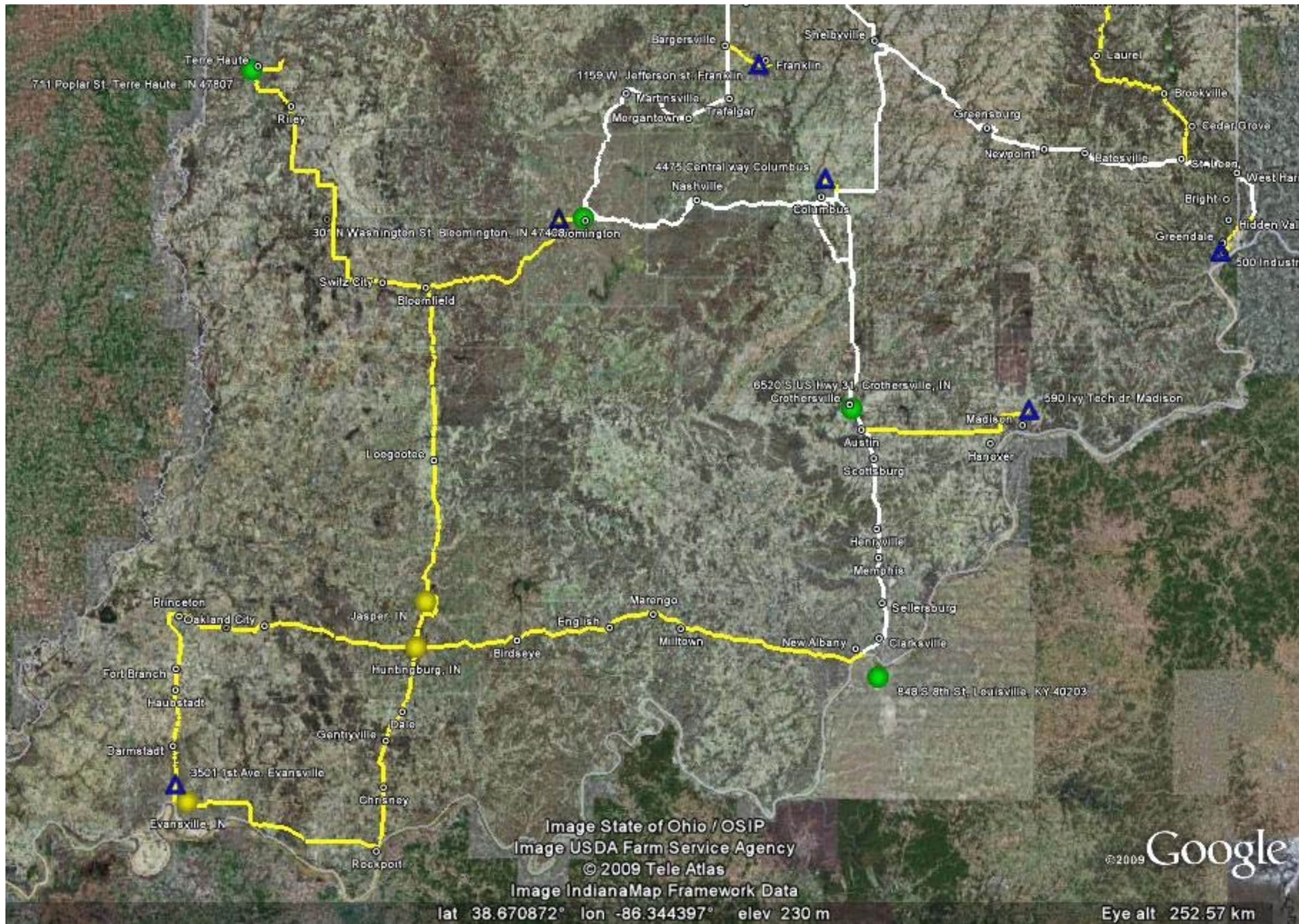



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	Drawing No. Northern IN			
Drawn by: EBH Date: 9/14/09				



Drawn by: EBH
Date: 9/14/09

	Scale Not to Scale	Sheet 1 of 1	Size B	REV A
	Drawing No. Central IN			



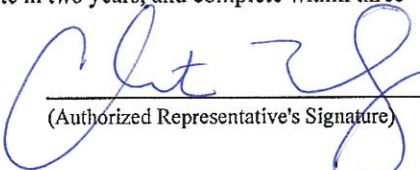
	Scale Not to Scale	Sheet 1 of 1	Size B	REV A
	Drawing No. Southern IN			
Drawn by: EBH Date: 9/14/09				

Network Design and Implementation Plan Certification (to be complete for projects requesting more than \$1 million in federal assistance)

**U.S. Department of Agriculture and U.S. Department of Commerce
BIP and BTOP Program**

We the undersigned, certify that the proposed broadband system will work as described in the System Design and Network Diagram sections, and can deliver the proposed services outlined in the Service Offerings Section. Moreover, the system, as designed, can meet the proposed build-out timeframe based on the resources designated in Project Viability Section, and will be substantially complete in two years, and complete within three years.

August 11, 2009
(Date)


(Authorized Representative's Signature)

Christopher Morley
Name:

CFO, Zayo Bandwidth
Title:

8.11.09
(Date)


(Certifying Engineer's Signature)

Mark A. Hall
Name:

Prof. Eng 10302598
Title:

Attachment E

Time Period	Quarter	List all Relevant Milestones	
Year 0	thru to Dec 31st 2009	<p>Develop CAD drawings with routes designed as underground/buried where feasible. Use of aerial fiber will be used when no buried alternative exists.</p> <p>Gain Right-of-Way permits,</p> <p>Order materials (cable, conduit, hand-holes),</p> <p>Order CPE (transport equipment for lit services),</p> <p>Conduct feasibility studies (i.e. drive route to review and note any terrain obstacles).</p> <p>Begin negotiations with landowners for leases of 2 sites for regen huts.</p>	
	Qtr 1-2010	<p>Complete land leases with landowners for hut locations.</p> <p>Gain Right-of-Way permits,</p> <p>Materials delivered.</p> <p>Construction crews start receiving assigned areas of construction as well as engineered prints.</p> <p>Network testing performed on individual segments when "lit."</p> <p>Confirm network operational.</p>	10 miles constructed. All construction timetables are dependent on Ivy Tech preferences, weather, and obtaining of permits.
	Qtr 2-2010	<p>Construction crews continue to receive assigned areas of construction as well as engineered prints.</p> <p>Gain Right-of-Way permits,</p> <p>Feasibility studies continued to mark changed in terrain; this input is entered into CAD drawings for next phases.</p> <p>Network testing performed on individual segments when "lit."</p> <p>Confirm network operational.</p> <p>Network testing performed on individual segments when "lit."</p>	124 miles constructed near Indianapolis and Ft. Wayne, northern corridor toward Gary. All construction timetables are dependent on Ivy Tech preferences, weather, and obtaining of permits.
	Qtr 3-2010	<p>Order and take delivery of pre-fab huts.</p> <p>Perform site surveys of leased land for huts, and perform site preparation as needed.</p> <p>Gain Right-of-Way permits,</p> <p>Construction crews continue to receive assigned areas of construction as well as engineered prints.</p> <p>Feasibility studies continued to mark changed in terrain; this input is entered into CAD drawings for next phases.</p> <p>Network testing performed on individual segments when "lit."</p> <p>Confirm network operational.</p>	124 miles constructed. Indy to Terre Haute Madison loop Terre Haute to Bloominton. All construction timetables are dependent on Ivy Tech preferences, weather, and obtaining of permits.

Year 1	Qtr 4-2010	<p>Construction crews continue to receive assigned areas of construction as well as engineered prints.</p> <p>Gain Right-of-Way permits,</p> <p>Feasibility studies continued to mark changed in terrain; this input is entered into CAD drawings for next phases.</p> <p>Network testing performed on individual segments when "lit."</p> <p>Confirm network operational.</p>	<p>124 miles constructed. Terre Haute to Evansville and Evansville to Oakland city. Ft. Wayne to Valparaiso. All construction timetables are dependent on Ivy Tech preferences, weather, and obtaining of permits.</p>
	Qtr 1-2011	<p>Construction crews continue to receive assigned areas of construction as well as engineered prints.</p> <p>Gain Right-of-Way permits,</p> <p>Feasibility studies continued to mark changed in terrain; this input is entered into CAD drawings for next phases.</p> <p>Network testing performed on individual segments when "lit."</p> <p>Confirm network operational.</p>	<p>124 miles constructed along Terre Haute, Evansville route. Begin Muncie to Kokomo. All construction timetables are dependent on Ivy Tech preferences, weather, and obtaining of permits.</p>
	Qtr 2-2011	<p>Construction crews continue to receive assigned areas of construction as well as engineered prints.</p> <p>Gain Right-of-Way permits,</p> <p>Feasibility studies continued to mark changed in terrain; this input is entered into CAD drawings for next phases.</p> <p>Network testing performed on individual segments when "lit."</p> <p>Confirm network operational.</p>	<p>124 miles constructed along Kokomo, Anderson, Lafayette routes. All construction timetables are dependent on Ivy Tech preferences, weather, and obtaining of permits.</p>
	Qtr 3		

	Year 2	Qtr 4	
	Qtr 1		
	Qtr 2		
	Qtr 3		

Year 3	Qtr 4		
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Attachment E

	Name: Zayo Bandwidth - I-Light / Ivy Tech																				
	Year 0	Year 1				Year 2				Year 3				Year 4				Year 5			
		Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4
Infrastructure Funds																					
Infrastructure Funds Advanced (estimate)	\$ 31,425,394	\$ 345,334	\$ 6,216,012	\$ 6,216,012	\$ 6,216,012	\$ 6,216,012	\$ 6,216,012	\$ 6,216,012													
Percentage of Total Funds		1.1%	19.8%	19.8%	19.8%	19.8%	19.8%	19.8%													
Entities Passed & %																					
Households		4219	94112	200137	299906	386870	480358														
Percentage of Total Households		0.9%	19.8%	41.7%	62.4%	80.5%	100.0%														
Businesses		648	9321	21124	32308	40219	49071														
Percentage of Total Businesses		1.3%	19.0%	43.0%	65.8%	82.0%	100.0%														
Strategic Institutions (Comm. Anchor, Public Safety, etc)		124	1226	3011	4721	5859	7119														
Percentage of Total Institutions		1.7%	17.1%	42.1%	66.0%	81.9%	100.0%														

	Year 0	Year 1				Year 2				Year 3				Year 4				Year 5				
		Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	
Projected Broadband Subscribers																						
Projected Broadband Subscribers - Current	64k																					
Projected Broadband Subscribers - New		3k	4k	4k	4k	4k	4k	4k	7k	7k	6k	6k	6k	6k	4k	4k	4k	4k	3k	2k	2k	2k
Projected Broadband Subscribers - Total		67k	71k	76k	80k	85k	89k	93k	100k	107k	113k	119k	125k	131k	135k	139k	143k	146k	148k	150k	151k	

Track Record Summary

As shown by the resumes below, The Zayo Bandwidth management team has a great depth of experience in the provision of fiber based solutions. Growth of Zayo Bandwidth has been both inorganic via acquisition and organic via construction of new fiber networks. Zayo's organic growth includes :

- On June 22, 2009 it was announced that Zayo Bandwidth is adding approximately eighty cell towers and commercial buildings to its network in the greater Indianapolis metropolitan area. Zayo's expansion into Indianapolis is their third large-scale Fiber to the Tower (FTT) deployment.
- On June 23, 2009 it was announced that Zayo Bandwidth will begin providing fiber-based bandwidth services to the Youngstown, Ohio metro area; providing access to key locations in the greater Youngstown area, including mobile switching centers, central offices and data centers.

Zayo Bandwidth Network statistics include :

- 18,895 Fiber Route Miles
- 1,958 On-Net Buildings
- 722 On-Net Cell Sites
- 106 LSOs
- 354 Interconnects*
- 776 Additional Buildings

*Includes Carrier Hotels/Data Centers, Wireless MSCs, Carrier POPs, Zayo POPs/Huts and CATV Head-Ends.

Dan Caruso

President and CEO, Zayo Group

dan.caruso@bearequity.com

An industry veteran, Dan Caruso has 22 years of experience in the telecommunications and Internet industries. Dan is currently CEO of Zayo Group, a regional provider of telecom services comprised of three complimentary

business units. [Zayo Bandwidth](#) is focused on providing highly reliable fiber-based bandwidth solutions to targeted customers. [Onvoy Voice Services](#) delivers wholesale voice services to carriers and LEC's, and [Zayo Managed Services](#) focuses on providing converged IP services to small and medium enterprises. Under Dan's direction, each business unit concentrates specifically in its area of excellence and tailors offerings to fit customers' needs.

Prior to Zayo, Dan was President and CEO of ICG Communications, a major provider of telecommunications and Internet service. In a buyout led by Dan in 2004, ICG was purchased by Columbia Capital and M/C Venture Partners. Dan and his team propelled ICG to become a profitable and positive cash flow company while realizing double-digit revenue growth. Level 3 Communications purchased ICG in 2006, marking the culmination of one of the more successful telecom investment stories in the post-bubble era. Dan was also a founding executive member and officer of Level 3, where he was group vice president of Lines of Business and Marketing and group vice president of Network Services. Previously, Dan was a senior vice president at WorldCom and MFS Communications, where he had various responsibilities in business development, network planning, and operations. Dan began his career at Ameritech (now part of AT&T) in an executive management program.

Dan is active in telecom and related industries, serving as chairman of [Envysion](#), a venture backed company providing Internet-based [video surveillance](#) services and sits on the board of NGT Communications, a leading provider of wholesale VoIP services. Dan is active in local philanthropy and since 2003 has been on the board of Colorado Uplift, a charity focused on supporting Denver inner-city youth. Dan holds a MBA from the University of Chicago and a B.S. in Mechanical Engineering from the University of Illinois in Champaign-Urbana. Dan maintains an interesting and informative blog at www.BearOnBusiness.com.

John Scarano

COO & Co-founder of Zayo Group, President of Zayo Bandwidth

jscarano@zayo.com

John Scarano has 20 years of experience in the wireline and wireless communications industries. John co-founded and is currently COO of Zayo Group, focusing most of his efforts in support of [Zayo Bandwidth](#). [Zayo](#)

Bandwidth leverages its network footprint to support the high-capacity bandwidth needs of its customers.

Previously, John was EVP of Corp Development and Operations of ICG responsible for business development, acquisitions and divestitures and various other sales and marketing operations. ICG was one of the many telecom entities that had developed a robust network infrastructure across a US footprint, but not a sustainable business. John's efforts in M&A and operations oversight helped turn ICG into a cash-flow positive, customer focused entity. ICG was sold to Level 3 Communications in 2006.

With Level 3 Communications since its inception in 1997, John was initially responsible for the development and build-out of Level 3's North American intercity backbone network, local networks and facilities--which were completed ahead of schedule within 33 months for \$6.2B. John then founded and led the company's Global Business Development group, closing more than 30 transactions valued at approximately \$1.6B.

John held various executive and staff positions in global operations, regulatory, marketing, product and business development at MFS Communications (acquired by WorldCom) and at AT&T. While at AT&T, John was responsible for the commercial delivery of the first digital air-to-ground communications system. John was an elected Town Board member in Orange County, NY for 7 years, holding the elected offices of Councilman and Deputy Supervisor. John earned a combined degree in Business Administration and Computer Science from the State University of NY at Albany in 1987.

Ken desGarennnes
CFO, Zayo Group

kdesgarennnes@zayo.com

Ken desGarennnes has 13 years of experience in technology and communications, most recently as the CFO of Wire One Communications. Wire One, the largest international provider of videoconferencing solutions in the market, was created through the acquisition and integration of three videoconferencing properties. In addition to leading the acquisition and integration efforts, Ken was responsible for raising debt and building a world class finance organization.

Prior to joining Wire One, Ken was a Senior Director at the Gores Group, a

technology focused private equity firm. While at the Gores Group, Ken led the financial due diligence and negotiations on numerous acquisitions in both the telecom and technology market. Ken started his career as a commercial banking officer with First Union Bank before moving to Accenture where he worked for 6 years in a corporate development role.

Ken received his BS in finance from the University of Maryland in College Park.

Scott Beer
General Counsel, Zayo Group
sbeer@zayo.com

Scott Beer has 17 years of experience in the legal field, with an emphasis on telecommunications. He most recently worked for Level 3 Communications as VP of Carrier Relations, responsible for vendor relations covering \$1.8 billion in network expenses. Prior to Level 3's acquisition of ICG Communications, Scott was VP and General Counsel of ICG, overseeing all legal and regulatory matters for the company. Scott started with ICG as Director of Government Affairs handling all state and federal regulatory matters and providing legal support to new product development.

Before starting with ICG, Scott was in house counsel at MCI WorldCom supporting the Mass Markets Finance Department for three years. He began his legal career as an associate attorney for a Denver law firm, where he was a commercial litigator and represented several large communication companies.

Scott holds a Juris Doctorate from Detroit College of Law at Michigan State University. He earned his B.A. from Michigan State in Communications and Pre-law.

Marty Snella
Senior Vice President, Operations, Zayo Bandwidth, Inc.
msnella@zayo.com

Marty Snella has 27 years of experience in the telecom, information technology, and cable TV industries. At Zayo Marty oversees service Operations, Engineering, Outside Plant and Information Technology. Marty served as

Executive Vice President of Operations at ICG Communications, where he led Field Operations, Engineering and Information Technologies. He was also a member of the senior management team that acquired ICG as a turn around opportunity. Marty held various executive and staff positions with Expanets, Qwest Cyber Solutions, Level 3 and AT&T Broadband (TCI). Marty began his career in telecommunications in 1981, as a Telecommunications Specialist in the United States Air Force.

Brad Cheedle

Senior Vice President, Sales, Zayo Bandwidth, Inc.

bcheedle@zayo.com

Brad Cheedle has 15 years experience in the telecommunications industry in a variety of senior roles. Most recently Brad was an Officer at OnFiber Communications. There he oversaw Sales, Marketing and Product Management. OnFiber Communications was sold to Qwest Communications in September 2006. Brad had responsibility for aiding in the sale of the company to Qwest, and leading the integration effort of company post close. Prior to Brad's position at OnFiber, he worked for Level 3 Communications as a Regional Vice President responsible for Alternate Channels Globally, and several direct and overlay sales organizations. Brad began his career in telecommunications at MCI, where he held a variety of leadership positions including sales, product management, program management and was a founding member of MCI Metro. At MCI Metro, he help lead MCI's entrance into the Local Telecommunications market. Brad has a Bachelor of Science Degree in Business Administration in Marketing from the University of Northern Colorado.



Matt Erickson

Vice President, Zayo Group

merickson@zayo.com

Matt Erickson is head of Product Management, Marketing and Strategy for Zayo Bandwidth. In his current role, Matt is responsible for P&L management, product management and marketing for all of Zayo Bandwidth's products. Matt also has responsibility for off-net circuit management. Matt plays an active role in Zayo Group's M&A team and was part of the day one executive team at Zayo Group. Prior to Zayo, Matt was at ICG Communications where he was Vice President of Marketing & Product Management. Matt was a member of the senior team that

successfully sold ICG to Level 3 Communications. Prior to ICG, Matt was at Level 3 Communications where he held various roles including Internet, transport and infrastructure product management and corporate strategy/development roles. Matt began his career at Price Waterhouse in the audit and financial advisory services groups. Matt received his B.S. (Summa Cum Laude with Honors) in Accounting from Colorado State University.

Christopher P. Yost
General Counsel, Zayo Bandwidth, Inc.
cyost@zayo.com

Christopher Yost has more than 18 years of professional legal experience, with over 8 years focused in the telecommunications industry. Prior to joining Zayo Bandwidth, Chris held several senior positions at Level 3 Communications, including Group Vice President of Human Resources and Vice President of Litigation and Employment. In his roles at Level 3, Chris was responsible for managing all aspects of Human Resources, including employee relations, compensation and benefits, employee development, recruiting and leadership programs. Chris also handled corporate security and facilities while managing the interests of the Company and its various subsidiaries in all litigation, claims and risk management. Chris previously served as a Director of Labor Relations for Albertson's, Inc., the Boise-based grocery store chain. Before that, he was an associate at the law firm of Akin, Gump, Strauss, Hauer & Feld in Washington, D.C. where he specialized in labor and employment law and litigation since September 1990. Chris has a law degree from Catholic University of America in Washington, D.C., and a Bachelor of Science degree from Western Michigan University.

Greg Hadlock
Vice President, Network Control Center
ghadlock@zayo.com

Greg Hadlock has over 15 years of experience in the architecture, engineering, and operations of telecommunications networks. Greg's recent experience includes the roles of Senior Director, Network Operations and Vice President, Network Architecture & Technology for Level 3 Communications based in Denver, Colorado. Prior to Level 3, Greg held a number of leadership roles with Progress Telecom, LLC and EPIK Communications, Inc with responsibilities for all aspects of engineering, operations and IT. Greg's diverse background includes the design and construction of startup networks, integration of multiple networks through mergers and acquisitions, and the operation of a large, international network with over 35,000 network elements. Greg's educational

background includes a degree in Electrical Engineering acquired from Mercer University in Macon, Georgia with a secondary major in Computer Science.

Greg recently joined Zayo as the Vice President of the Network Control Center. In this capacity, Greg's responsibilities include the provisioning, maintenance and 24 x7 surveillance and repair of the Zayo Bandwidth network.

Matt Davis
Vice President, Service Delivery
mdavis@zayo.com

Matt Davis has over 13 years of experience turning up telecom services and supporting customers. Matt's recently joined Zayo coming from Level 3 Communications where he held many different roles over a 10 year period. Matt's responsibilities included the role of Director of Service Delivery where he ran the Escalations Desk for critical care customers. Prior to Level 3, Matt was responsible for network design at McLeodUSA in the R&D Department. Matt's educational background includes a degree in Business Management acquired from Luther College in Decorah, Iowa with a secondary focus in Management Information Systems.

Matt recently joined Zayo as the Vice President of Service Delivery. In this capacity, Matt's responsibilities include customer care, design and project management for the Zayo Bandwidth network.

Chris Morley
CFO of Zayo Bandwidth
cmorley@zayo.com

Chris Morley has 13 years of technology and communications experience. Most recently he was an independent consultant performing specific assignments on behalf of Altman Vilandrie & Co., a boutique strategy consulting firm specializing in the media and communications industries, advising operating companies and private equity investors on strategy, M&A diligence and execution, and operational improvement. Previously, Chris was the Chief Integrations Officer for One Communications. During that time he lead integration efforts combining three competitive telecom providers creating one of the largest privately held CLECs in the country with \$800M in revenues, \$175M in EBITDA and \$115M in un-levered FCF (annualized figures). Prior to its sale to One Communications, Chris served as Senior Vice President of Operations and Engineering for Conversent Communications with operations in the northeastern US. Chris started his career at AT&T as a financial analyst supporting business forecasting, measurement and analysis for the Global Markets Division.

Chris received his BSBA in Finance from the University of Denver

Lori Speedy

Account Director, Indiana, Zayo Bandwidth, Inc.

lspeedy@zayo.com

Lori Speedy has spent over 21 years in sales, sales management and product development in the telecommunications industry. In ten years at AT&T, she became professionally certified in their Professional Qualification Program, eventually leading sales teams in the 3-state area of Louisiana, Mississippi and Alabama. At Cox Business Services, she was responsible for product development and sales strategies for the CLEC division of Cox Communications. In this role, she worked closely with network engineers to determine build-out strategies to provide fiber-based products to enterprise and education customers. Further, she worked on the team that successfully launched the switched voice and data products within New Orleans. Prior to joining Zayo, her last assignment was with Sprint Communications, where she worked with national and enterprise customers to deploy voice, data and IP services. Lori received a Bachelor of Science in Marketing/Advertising from Indiana University, and joined IU's accelerated MBA program, completing her MBA at Indiana University in five years.

David Ragone

Project Manager

dragone@zayo.com

Dave Ragone has over 20 years experience in the telecommunications industry, currently serving as Project Manager for the Fiber To the Tower (FTT) product line at Zayo Bandwidth. For the past 2 years, he has been responsible for overseeing the design, construction, and service activation at over 700 cell tower sites. He is the single point of contact for all FTT customers, responsible for managing weekly meetings and customer reporting. Prior to his employment at Zayo, he worked as a Customer Service Manager for PPL Telcom where he successfully reengineered processes to implement services more efficiently and cost effectively. In his role, Dave's team of customer service representatives exceeded corporate objectives for install revenue and customer satisfaction. As a Sales Engineer for PPL Telcom and Verizon, Dave exceeded revenue objectives every year and was responsible for training, customer presentations, and designing new services for mid-size to large business customers. Dave has

a Bachelors of Business Administration degree from Radford University with a concentration in Marketing and an MBA from the University of Phoenix. He is also a Cisco Certified Network Administrator (CCNA).

Eric Hall

Custom Solutions Engineer, Zayo Bandwidth, Inc.

ehall@zayo.com

Eric Hall has over 11 years of Engineering and Sales Engineering experience in the telecom industry. In his current role Eric is responsible for processing Custom Solutions on the Zayo Bandwidth Network. Prior to joining Zayo Bandwidth, Eric was a Network Engineer for OnFiber Communications and held Planning Engineering positions at WorldCom and McLeod. While at OnFiber Communications Eric was responsible for engineering the San Jose, San Francisco, Sacramento networks, which accounted for 60% of the overall revenue. Eric received a Bachelor of Science degree in Electrical Engineering from The University of Tulsa.

Craig Brown

OSP Manager, Midwest

cbrown@zayo.com

Craig Brown has over 16 years experience in the Telecommunications industry. He is currently the Outside Plant Manager for Indiana, Michigan and Illinois. In this role he is responsible for maintaining cable networks throughout these regions as well as building new infrastructure. Prior to joining Zayo Bandwidth, Craig was a Facilities Manager for Indiana Fiber Works. While working for Indiana Fiber Works he was responsible for building new regen locations, maintaining splicing documentation and coordinating maintenance on regens, cable routes and splices. Craig starting in the Telecom industry while serving in the US Army, where he learned how to deploy, maintain and design Mobile Subscriber Equipment networks.

Joe Samsel

Director, Facilities/ISP

jsamsel@zayo.com

Joe Samsel has over 15 years of diverse experience in the telecommunications industry. Joe's responsibilities at Zayo include facility real estate, construction, maintenance and ISP engineering. Before starting work a year ago for Zayo, Joe worked for Level 3 Communications from its inception in 1997 leading efforts including custom network solutions and implementation as part of Professional

Services, IP planning, deployment and engineering, facilities design and construction, including work in Europe where he built over 1 mil square feet of technical data center and colocation space. Joe additionally held roles in product marketing developing Level 3's colocation products. Prior to Level 3 Joe worked at MFS and Commonwealth Communications performing transport and ISP engineering. Educational background includes structural, mechanical and electrical engineering apprenticeship programs in the petroleum industry where he held a project engineering role designing ASME pressure vessels and piping systems prior to telecommunications.

David E. Jent

Associate Vice President, Networks
Indiana University

Dave Jent has been working at Indiana University for over 25 years working with all aspects of network design, installation and project management. His strong network background provides a stable foundation for leading technical staff and managing complex engineering design, installation and support projects. His current portfolio includes managing the Global Network Operations Center Engineering team which operated the Abilene backbone network, the Indiana GigaPop which provides I1 and I2 connectivity to major state/regional institutions and I-Light, the optical network connecting Purdue and Indiana Universities. He also played a major role in the CIC connection to the NLR network.

Marianne Eileen Chitwood

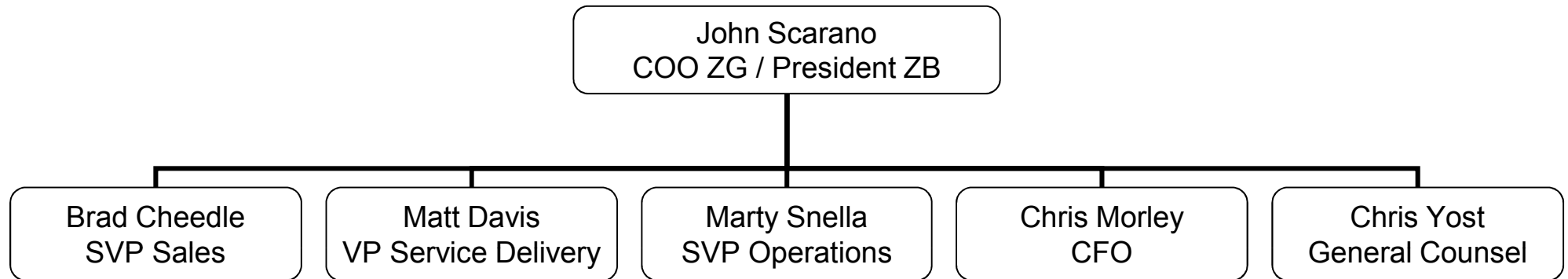
Operations Manager, I-Light
Indiana University

Responsible for coordinating all aspects of operation and management of the Indiana higher education network known collectively as "I-Light." In conjunction with the Indiana University Global Research Network Operations Center (GR-NOC), and with input from representatives of Indiana's universities and colleges individually and collectively (through I-Light advisory bodies).

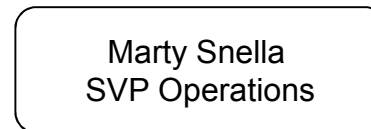
Zayo Bandwidth Organization



Zayo Bandwidth Corporate



ZB Network Operations



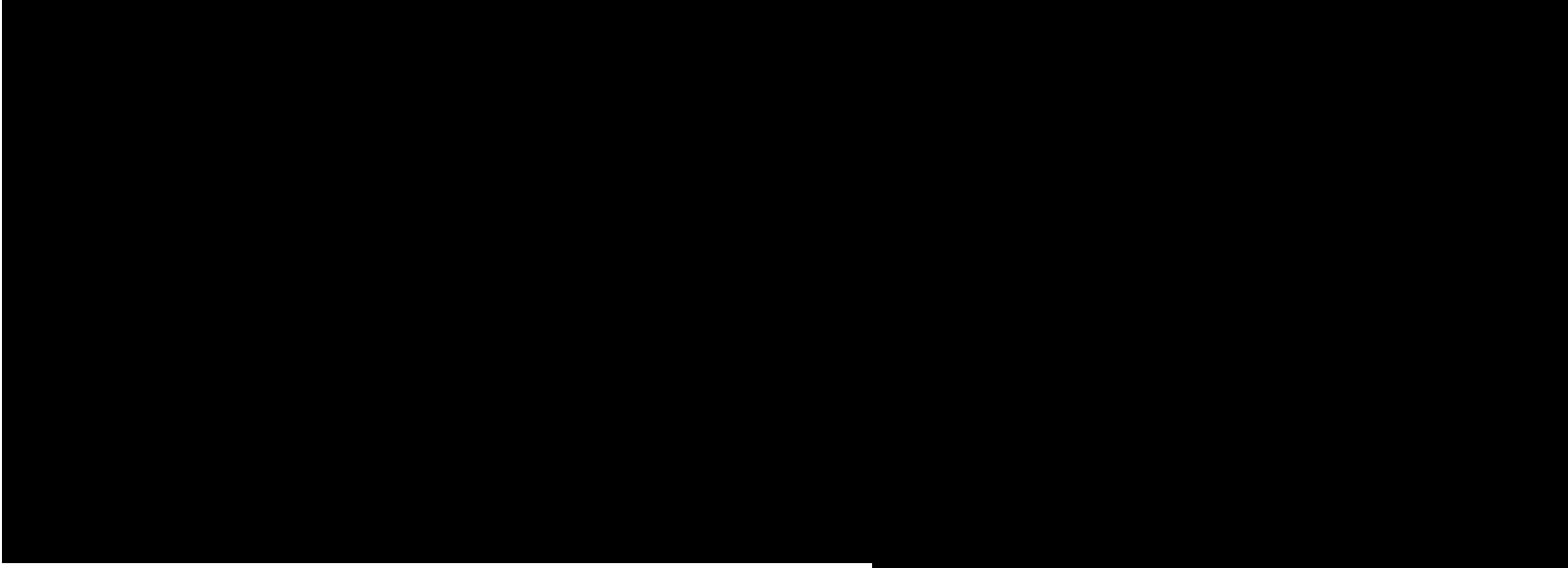
Zayo Bandwidth Project Team



Project Team

Brad Cheedle
SVP Sales

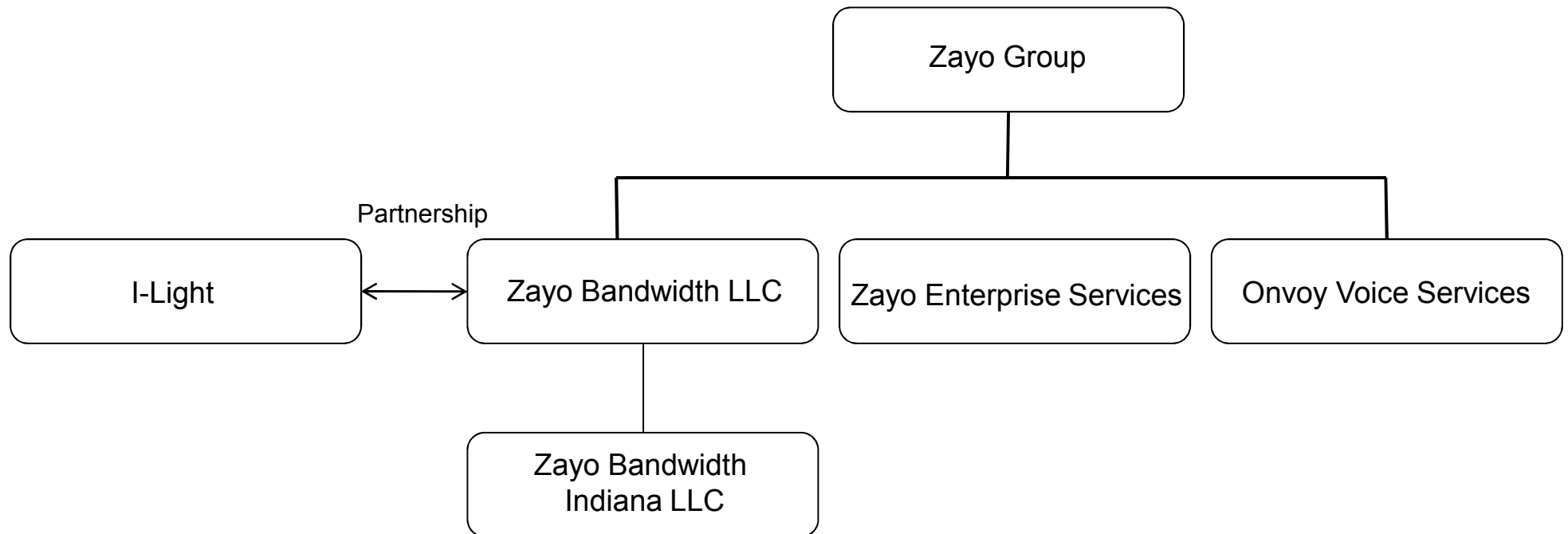
Marty Snella
SVP Operations

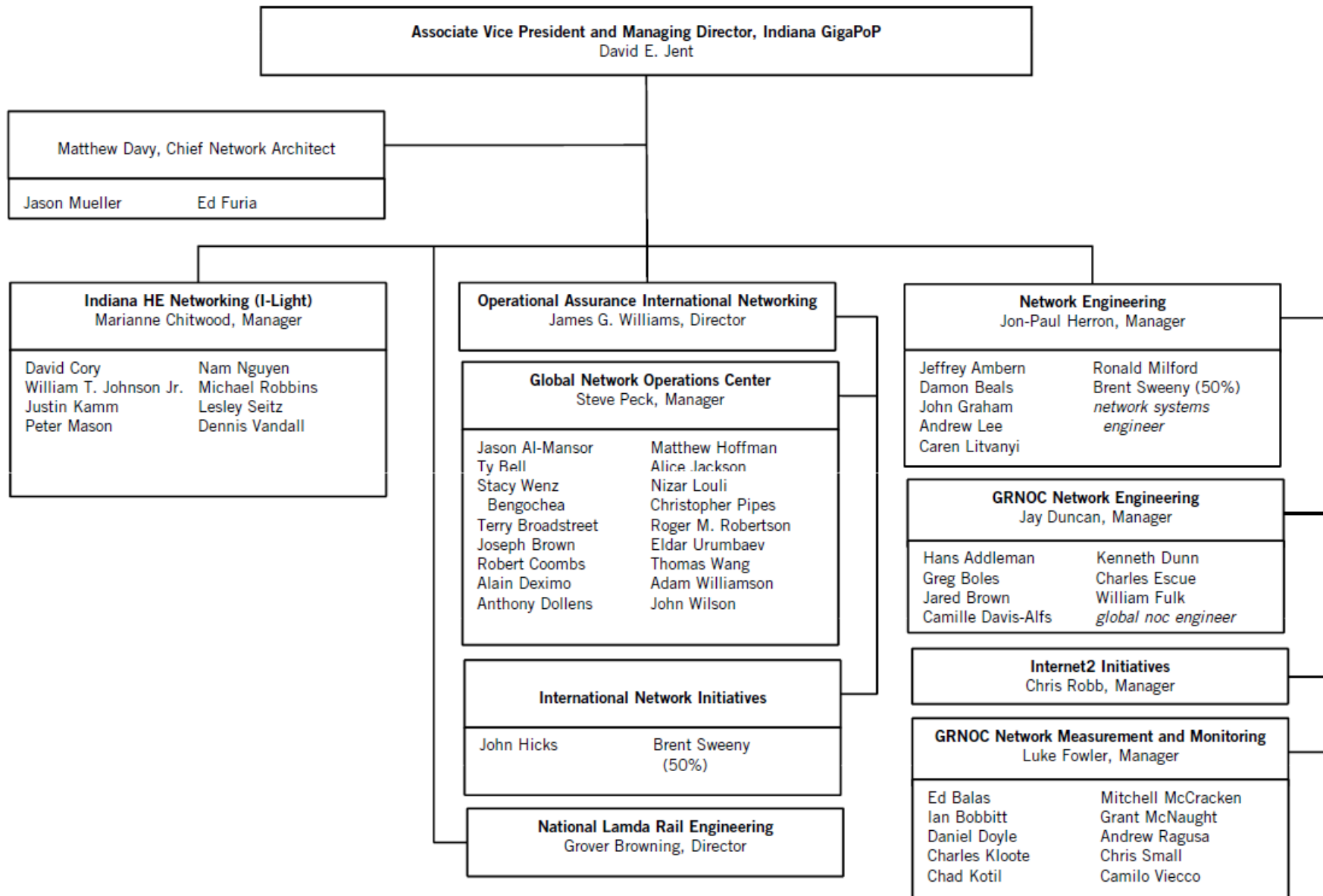


ZB Organization



Corporate Structure







August 10, 2009

Administrator
Rural Utilities Service
U. S. Department of Agriculture
Washington, D. C. 20250-1500

Assistant Secretary
National Telecommunications and Information Administration
U.S. Department of Commerce
Washington, D.C. 20230

Re: Zayo Bandwidth, LLC

Dear Sir:

I am General Counsel for Zayo Bandwidth, LLC, ("Applicant"). In such capacity, I have counseled the Applicant in connection with its ability to apply to the Broadband Technology Opportunities Program and in the review of the grant agreement, as referenced in the Notice of Funds Availability.

I am of the opinion that:

- (a) the Applicant is a duly organized and existing limited liability company under the laws of the State of Delaware, is duly licensed and qualified and in good standing as a foreign corporation in the States of Arizona, Colorado, Illinois, Michigan, Minnesota, Ohio, Pennsylvania, and Texas.
- (b) the Applicant has corporate power: (1) to execute and deliver the grant agreement; and (2) to perform all acts required to be done by it under said agreement.
- (c) no legal proceedings have been instituted or are pending against the Applicant, the outcome of which would adversely affect the Applicant's ability to perform the duties under the grant agreement, and there are no judgments against the Applicant which would adversely affect the Applicant's ability to perform the duties under the grant agreement.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Christopher P. Yost".

Christopher P. Yost
General Counsel

DETAIL OF PROJECT COSTS

PLEASE COMPLETE THE TABLE BELOW FOR THE DIFFERENT CATEGORIES OF EQUIPMENT THAT WILL BE REQUIRED FOR COMPLETING THE PROJECT. EACH CATEGORY SHOULD BE BROKEN DOWN TO THE APPROPRIATE LEVEL FOR IDENTIFYING UNIT COST

SERVICE AREA or COMMON NETWORK FACILITIES:		Eligibility (Yes/No)	Unit Cost	No. of Units	Total Cost	Support of Reasonableness
NETWORK & ACCESS EQUIPMENT						
Switching						
Routing						
Transport	DWDM nodes and optronics	Yes	55,650.00	20	1,113,000.00	Nodes support bandwidth
Access						
Other						
OUTSIDE PLANT						
Cables	Fiber optic cable - material	Yes	1.25	3538062	4,422,577.50	Per foot cost + variance
	Fiber optic cable - placement	Yes	1.00	3538062	3,538,062.00	Per foot cost + variance
	Fiber optic cable - splicing	Yes	30.00	28800	864,000.00	Per splice cost,96 fibers
Conduits	Conduit - material	Yes	0.70	3339666	2,337,766.20	Per foot cost + variance
	Conduit - placement	Yes	5.00	3339666	16,698,330.00	Per foot cost + variance
Ducts						
Poles						
Towers						
Repeaters						

DETAIL OF PROJECT COSTS

SERVICE AREA or COMMON NETWORK FACILITIES:		Eligibility (Yes/No)	Unit Cost	No. of Units	Total Cost	Support of Reasonableness
NETWORK & ACCESS EQUIPMENT						
Other						
BUILDINGS						
New Construction						
Pre-Fab Huts						
Improvements & Renovation						
Other	ILEC collocation fees	Yes	50,000.00	8	400,000.00	DWDM nodes
CUSTOMER PREMISE EQUIPMENT						
Modems						
Set Top Boxes						
Inside Wiring						
Other						
BILLING SUPPORT AND OPERATIONS SUPPORT SYSTEMS						
Billing Support Systems						
Customer Care Systems						
Other Support						

DETAIL OF PROJECT COSTS

SERVICE AREA or COMMON NETWORK FACILITIES:		Eligibility (Yes/No)	Unit Cost	No. of Units	Total Cost	Support of Reasonableness
OPERATING EQUIPMENT						
Vehicles						
Office Equipment/ Furniture						
Other						
PROFESSIONAL SERVICES						
Engineering Design	Design, documentation, etc.	Yes	0.15	3306600	495,990.00	Market rates / per mile
Project Management	Overall project management	Yes	0.28	3306600	939,678.30	Market rates / per mile
Consulting	Engineering Consulting	Yes	0.15	3306600	495,990.00	Market rates / per mile
	Stimulus Project Consulting	Yes	35,000.00	1	35,000.00	Market rates
Other	Stimulus Proj Team Expenses	Yes	85,000.00	1	85,000.00	Market rates
TESTING						
Network Elements						
IT System Elements						
User Devices						
Test Generators						
Lab Furnishings						
Servers/ Computers						

DETAIL OF PROJECT COSTS

SERVICE AREA or COMMON NETWORK FACILITIES:		Eligibility (Yes/No)	Unit Cost	No. of Units	Total Cost	Support of Reasonableness
OTHER UPFRONT COSTS						
Site Preparation						
Other						

3 Pages

Withheld in their entirety
pursuant to FOIA Exemption 4
(5 U.S.C. § 552 (b)(4))

ATTACHMENT H – Broadband Subscriber Estimates

Instructions: Using the table below, please estimate the number of subscribers for each distinct type of service offering on a quarterly basis over the five year forecast period. Combine all service pricing tiers of broadband data services into a single service offering. The subscriber projections must be described separately by the type of services offered, and by type of entity (households, businesses, "strategic institutions" i.e., critical community facilities, community anchor institutions, and public safety entities) to which services are offered. For last mile subscribers, please also provide, on a separate sheet, your estimated take rate (the percentage of total customers passed who will subscribe to your service), along with a brief description of the methodology used to forecast these subscribers/take rates. Middle mile applicants should indicate their subscriber forecasts in terms of the entities served via the last mile service providers, community anchor institutions, or public safety entities that are connected to their middle mile network. Middle mile applicants should also provide a reasoned basis for these subscriber forecasts (e.g., agreements in principle with existing or planned last mile service providers, market studies, etc).

Household Subscribers	YEAR	YEAR 1				YEAR 2				YEAR 3				YEAR 4				YEAR 5				
	0	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	
<i>Service Type #1 Broadband Service</i>																						
Net add-ons		3k	4k	4k	4k	4k	4k	4k	7k	7k	6k	6k	6k	6k	4k	4k	4k	3k	2k	2k	2k	
Cumulative subscribers	64k	67k	71k	76k	80k	85k	89k	93k	100k	107k	113k	119k	125k	131k	135k	139k	143k	146k	148k	150k	151k	
<i>Service Type #2</i>																						
Net add-ons																						
Cumulative subscribers																						
<i>Service Type #3</i>																						
Net add-ons																						
Cumulative subscribers																						

Zayo relied upon its census block level broadband subscribership model as described in detail in Question 17 to establish the current subscribership in this service area. Zayo forecasts that its presence will increase broadband penetration by an additional 11-13% over organic growth levels. We developed a status quo forecast based on market-specific historical growth rates, 2) current penetration levels, 3) growth trajectories, and 4) remaining opportunity for continued penetration increases. Zayo will offer middle mile service in this market at discount of 25-50% from current middle mile price levels. This will enable substantially less expensive and faster last mile consumer internet service. Based on the likely impact on last mile pricing and the price elasticity of demand for last mile broadband, we developed a forecast for incremental acceleration of household and small business penetration. These increases in penetration were applied to the number of households and businesses in Zayo’s service area to determine the estimated net adds in the forecast period. By the end of the five year forecast period, we estimate residential broadband penetration will have increased from its current levels of 39.6% to 90%. For market share, Zayo is taking a very conservative approach and assumes 30% market share for HouseHolds, 20% market share for businesses and 20% market share for strategic institutions. The figures shown are based on these market shares.

7 Pages

Withheld in their entirety
pursuant to FOIA Exemption 4
(5 U.S.C. § 552 (b)(4))

Certification Requirements for BTOP

U.S. Department of Commerce
Broadband Technology Opportunities Program

I certify that I am the duly authorized representative of the applicant organization, and that I have been authorized to submit the attached application on its behalf. A copy of the applicant organization's authorization for me to submit this application as its official representative is on file in the applicant's office, and I am identified as the applicant organization's Authorized Organization Representative (AOR) in the Central Contractor Registration database. By signing this certification, I certify that the statements contained in the application are true, complete, and accurate to the best of my knowledge, and that if an award is made, the applicant organization will comply with all applicable award terms and conditions.

8/7/09

(Date)


(Authorized Representative's Signature)

Christopher Morley

Name:

CFO, Zayo Bandwidth

Title:

Certification Requirements for BTOP

**U.S. Department of Commerce
Broadband Technology Opportunities Program**

(i) I certify that I am authorized to submit this grant application on behalf of the eligible entity(ies) listed on this application, that I have examined this application, that all of the information and responses in this application, including certifications, and forms submitted, all of which are part of this grant application, are material representations of fact and true and correct to the best of my knowledge, that the entity(ies) that is requesting grant funding pursuant to this application and any subgrantees and subcontractors will comply with the terms, conditions, purposes, and federal requirements of the grant program; that no kickbacks were paid to anyone; and that a false, fictitious, or fraudulent statements or claims on this application are grounds for denial or termination of a grant award, and/or possible punishment by a fine or imprisonment as provided in 18 U.S.C. §1001 and civil violations of the False Claims Act.

(ii) I certify that the entity(ies) I represent have and will comply with all applicable federal, state, and local laws, rules, regulations, ordinances, codes, orders and programmatic rules and requirements relating to the project. I acknowledge that failure to do so may result in rejection or deobligation of the grant or loan award. I acknowledge that failure to comply with all federal and program rules could result in civil or criminal prosecution by the appropriate law enforcement authorities.

(iii) I certify that the entity(ies) I represent has and will comply with all applicable administrative and federal statutory, regulatory, and policy requirements set forth in the DOC Pre-Award Notification, published in the Federal Register on February 11, 2008 (73 FR 7696), as amended; DOC Financial Assistance Standard Terms and Conditions (Mar. 8, 2009); DOC American Recovery and Reinvestment Act Award Terms (April 9, 2009); and any Special Award Terms and Conditions that are included by the Grants Officer in the award."

8/7/09

(Date)


(Authorized Representative's Signature)

Christopher Morley

Name:

CFO, Zayo Bandwidth

Title:

ASSURANCES - CONSTRUCTION PROGRAMS

OMB Approval No. 4040-0009
Expiration Date 07/30/2010

Public reporting burden for this collection of information is estimated to average 15 minutes per response, including time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Office of Management and Budget, Paperwork Reduction Project (0348-0042), Washington, DC 20503.

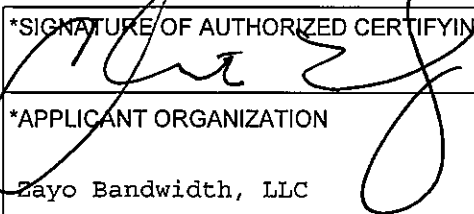
PLEASE DO NOT RETURN YOUR COMPLETED FORM TO THE OFFICE OF MANAGEMENT AND BUDGET. SEND IT TO THE ADDRESS PROVIDED BY THE SPONSORING AGENCY.

NOTE: Certain of these assurances may not be applicable to your project or program. If you have questions, please contact the Awarding Agency. Further, certain Federal assistance awarding agencies may require applicants to certify to additional assurances. If such is the case, you will be notified.

As the duly authorized representative of the applicant, I certify that the applicant:

1. Has the legal authority to apply for Federal assistance, and the institutional, managerial and financial capability (including funds sufficient to pay the non-Federal share of project costs) to ensure proper planning, management and completion of the project described in this application.
2. Will give the awarding agency, the Comptroller General of the United States and, if appropriate, the State, the right to examine all records, books, papers, or documents related to the assistance; and will establish a proper accounting system in accordance with generally accepted accounting standards or agency directives.
3. Will not dispose of, modify the use of, or change the terms of the real property title, or other interest in the site and facilities without permission and instructions from the awarding agency. Will record the Federal awarding agency directives and will include a covenant in the title of real property acquired in whole or in part with Federal assistance funds to assure non-discrimination during the useful life of the project.
4. Will comply with the requirements of the assistance awarding agency with regard to the drafting, review and approval of construction plans and specifications.
5. Will provide and maintain competent and adequate engineering supervision at the construction site to ensure that the complete work conforms with the approved plans and specifications and will furnish progress reports and such other information as may be required by the assistance awarding agency or State.
6. Will initiate and complete the work within the applicable time frame after receipt of approval of the awarding agency.
7. Will establish safeguards to prohibit employees from using their positions for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
8. Will comply with the Intergovernmental Personnel Act of 1970 (42 U.S.C. §§4728-4763) relating to prescribed standards for merit systems for programs funded under one of the 19 statutes or regulations specified in Appendix A of OPM's Standards for a Merit System of Personnel Administration (5 C.F.R. 900, Subpart F).
9. Will comply with the Lead-Based Paint Poisoning Prevention Act (42 U.S.C. §§4801 et seq.) which prohibits the use of lead-based paint in construction or rehabilitation of residence structures.
10. Will comply with all Federal statutes relating to non-discrimination. These include but are not limited to: (a) Title VI of the Civil Rights Act of 1964 (P.L. 88-352) which prohibits discrimination on the basis of race, color or national origin; (b) Title IX of the Education Amendments of 1972, as amended (20 U.S.C. §§1681 1683, and 1685-1686), which prohibits discrimination on the basis of sex; (c) Section 504 of the Rehabilitation Act of 1973, as amended (29 U.S.C. §794), which prohibits discrimination on the basis of handicaps; (d) the Age Discrimination Act of 1975, as amended (42 U.S.C. §§6101-6107), which prohibits discrimination on the basis of age; (e) the Drug Abuse Office and Treatment Act of 1972 (P.L. 92-255), as amended, relating to nondiscrimination on the basis of drug abuse; (f) the Comprehensive Alcohol Abuse and Alcoholism Prevention, Treatment and Rehabilitation Act of 1970 (P.L. 91-616), as amended, relating to nondiscrimination on the basis of alcohol abuse or alcoholism; (g) §§523 and 527 of the Public Health Service Act of 1912 (42 U.S.C. §§290 dd-3 and 290 ee 3), as amended, relating to confidentiality of alcohol and drug abuse patient records; (h) Title VIII of the Civil Rights Act of 1968 (42 U.S.C. §§3601 et seq.), as amended, relating to nondiscrimination in the sale, rental or financing of housing; (i) any other nondiscrimination provisions in the specific statute(s) under which application for Federal assistance is being made; and, (j) the requirements of any other nondiscrimination statute(s) which may apply to the application.

11. Will comply, or has already complied, with the requirements of Titles II and III of the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 (P.L. 91-646) which provide for fair and equitable treatment of persons displaced or whose property is acquired as a result of Federal and federally-assisted programs. These requirements apply to all interests in real property acquired for project purposes regardless of Federal participation in purchases.
12. Will comply with the provisions of the Hatch Act (5 U.S.C. §§1501-1508 and 7324-7328) which limit the political activities of employees whose principal employment activities are funded in whole or in part with Federal funds.
13. Will comply, as applicable, with the provisions of the Davis-Bacon Act (40 U.S.C. §§276a to 276a-7), the Copeland Act (40 U.S.C. §276c and 18 U.S.C. §874), and the Contract Work Hours and Safety Standards Act (40 U.S.C. §§327-333) regarding labor standards for federally-assisted construction subagreements.
14. Will comply with flood insurance purchase requirements of Section 102(a) of the Flood Disaster Protection Act of 1973 (P.L. 93-234) which requires recipients in a special flood hazard area to participate in the program and to purchase flood insurance if the total cost of insurable construction and acquisition is \$10,000 or more.
15. Will comply with environmental standards which may be prescribed pursuant to the following: (a) institution of environmental quality control measures under the National Environmental Policy Act of 1969 (P.L. 91-190) and Executive Order (EO) 11514; (b) notification of violating facilities pursuant to EO 11738; (c) protection of wetlands pursuant to EO 11990; (d) evaluation of flood hazards in floodplains in accordance with EO 11988; (e) assurance of project consistency with the approved State management program developed under the Coastal Zone Management Act of 1972 (16 U.S.C. §§1451 et seq.); (f) conformity of Federal actions to State (Clean Air) implementation Plans under Section 176(c) of the Clean Air Act of 1955, as amended (42 U.S.C. §§7401 et seq.); (g) protection of underground sources of drinking water under the Safe Drinking Water Act of 1974, as amended (P.L. 93-523); and, (h) protection of endangered species under the Endangered Species Act of 1973, as amended (P.L. 93-205).
16. Will comply with the Wild and Scenic Rivers Act of 1968 (16 U.S.C. §§1271 et seq.) related to protecting components or potential components of the national wild and scenic rivers system.
17. Will assist the awarding agency in assuring compliance with Section 106 of the National Historic Preservation Act of 1966, as amended (16 U.S.C. §470), EO 11593 (identification and protection of historic properties), and the Archaeological and Historic Preservation Act of 1974 (16 U.S.C. §§469a-1 et seq).
18. Will cause to be performed the required financial and compliance audits in accordance with the Single Audit Act Amendments of 1996 and OMB Circular No. A-1 33, "Audits of States, Local Governments, and Non-Profit Organizations."
19. Will comply with all applicable requirements of all other Federal laws, executive orders, regulations, and policies governing this program.

*SIGNATURE OF AUTHORIZED CERTIFYING OFFICIAL 	*TITLE CFO, Zayo Bandwidth
*APPLICANT ORGANIZATION Zayo Bandwidth, LLC	*DATE SUBMITTED 08-07-2009

CERTIFICATION REGARDING LOBBYING

Applicants should also review the instructions for certification included in the regulations before completing this form. Signature on this form provides for compliance with certification requirements under 15 CFR Part 28, "New Restrictions on Lobbying." The certifications shall be treated as a material representation of fact upon which reliance will be placed when the Department of Commerce determines to award the covered transaction, grant, or cooperative agreement.

LOBBYING

As required by Section 1352, Title 31 of the U.S. Code, and implemented at 15 CFR Part 28, for persons entering into a grant, cooperative agreement or contract over \$100,000 or a loan or loan guarantee over \$150,000 as defined at 15 CFR Part 28, Sections 28.105 and 28.110, the applicant certifies that to the best of his or her knowledge and belief, that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure occurring on or before October 23, 1996, and of not less than \$11,000 and not more than \$110,000 for each such failure occurring after October 23, 1996.

As the duly authorized representative of the applicant, I hereby certify that the applicant will comply with the above applicable certification.

NAME OF APPLICANT

Zayo Bandwidth LLC

AWARD NUMBER AND/OR PROJECT NAME

BTOP MIDDLE MILE Funding Opp. # 0660-ZA28

PRINTED NAME AND TITLE OF AUTHORIZED REPRESENTATIVE

Christopher Morley, Chief Financial Officer, Zayo Bandwidth

SIGNATURE

DATE

08/11/2009

DISCLOSURE OF LOBBYING ACTIVITIES

Complete this form to disclose lobbying activities pursuant to 31 U.S.C. 1352
(See reverse for public burden disclosure.)

Approved by OMB
0348-0046

1. Type of Federal Action: <input type="checkbox"/> a. contract <input checked="" type="checkbox"/> B b. grant c. cooperative agreement d. loan e. loan guarantee f. loan insurance	2. Status of Federal Action: <input checked="" type="checkbox"/> A a. bid/offer/application b. initial award c. post-award	3. Report Type: <input checked="" type="checkbox"/> A a. initial filing b. material change For Material Change Only: year _____ quarter _____ date of last report _____
4. Name and Address of Reporting Entity: <input checked="" type="checkbox"/> Prime <input type="checkbox"/> Subawardee Tier _____, if known: Zayo Bandwidth LLC 901 Front Street, Suite 200, Louisville, CO 80027 Congressional District, if known:	5. If Reporting Entity in No. 4 is a Subawardee, Enter Name and Address of Prime: Congressional District, if known:	
6. Federal Department/Agency: National Telecommunications and Information Administration, US Department of Commerce, Washington, D.C. 20230	7. Federal Program Name/Description: Broadband Technology Opportunities Program CFDA Number, if applicable: <u>11.557</u>	
8. Federal Action Number, if known: Funding Opp. # 0660-ZA28	9. Award Amount, if known: \$ _____	
10. a. Name and Address of Lobbying Registrant (if individual, last name, first name, MI): ZAYO BANDWIDTH LLC HAS NOT ENGAGED AND DOES NOT PLAN TO ENGAGE A LOBBYING REGISTRANT.	b. Individuals Performing Services (including address if different from No. 10a) (last name, first name, MI): ZAYO BANDWIDTH LLC HAS NOT ENGAGED AND DOES NOT PLAN TO ENGAGE A LOBBYING REGISTRANT.	
11. Information requested through this form is authorized by title 31 U.S.C. section 1352. This disclosure of lobbying activities is a material representation of fact upon which reliance was placed by the tier above when this transaction was made or entered into. This disclosure is required pursuant to 31 U.S.C. 1352. This information will be reported to the Congress semi-annually and will be available for public inspection. Any person who fails to file the required disclosure shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.	Signature: Print Name: <u>Christopher Morley</u> Title: <u>Chief Financial Officer, Zayo Bandwidth</u> Telephone No.: <u>(303) 381-3361</u> Date: <u>8/11/2009</u>	
Federal Use Only:		Authorized for Local Reproduction Standard Form LLL (Rev. 7-97)

CERTIFICATION REGARDING LOBBYING LOWER TIER COVERED TRANSACTIONS

Applicants should review the instructions for certification included in the regulations before completing this form. Signature on this form provides for compliance with certification requirements under 15 CFR Part 28, "New Restrictions on Lobbying."

LOBBYING

As required by Section 1352, Title 31 of the U.S. Code, and implemented at 15 CFR Part 28, for persons entering into a grant, cooperative agreement or contract over \$100,000 or a loan or loan guarantee over \$150,000 as defined at 15 CFR Part 28, Sections 28.105 and 28.110, the applicant certifies that to the best of his or her knowledge and belief, that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure occurring on or before October 23, 1996, and of not less than \$11,000 and not more than \$110,000 for each such failure occurring after October 23, 1996.

Statement for Loan Guarantees and Loan Insurance

The undersigned states, to the best of his or her knowledge and belief, that:

In any funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this commitment providing for the United States to insure or guarantee a loan, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

Submission of this statement is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required statement shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure occurring on or before October 23, 1996, and of not less than \$11,000 and not more than \$110,000 for each such failure occurring after October 23, 1996.

As the duly authorized representative of the applicant, I hereby certify that the applicant will comply with the above applicable certification.

NAME OF APPLICANT
Zayo Bandwidth LLC

AWARD NUMBER AND/OR PROJECT NAME
BTOP MIDDLE MILE Funding Opp. # 0660-ZA28

PRINTED NAME AND TITLE OF AUTHORIZED REPRESENTATIVE
Christopher Morley, Chief Financial Officer, Zayo Bandwidth

SIGNATURE

DATE
08/11/2009

Supplemental Information Table of Contents

Supplemental Information 1

- 1) Letter of Intent between Zayo Bandwidth, LLC and I-Light
- 2) Service Area notes and notes to question 14.
- 3) Q-53 Response. Demonstration of Financial Need.
- 4) Certificate of Territorial Authority for State of Indiana – 1
- 5) Certificate of Territorial Authority for State of Indiana – 2

Supplemental Information 2

- 1) Independent Colleges of Indiana Support letter
- 2) Indiana University Support letter
- 3) Purdue University Support letter
- 4) K&M Thompson Support letter
- 5) CSU Support letter
- 6) Onpoint support letter
- 7) Turnkey Network Solutions support letter
- 8) Metropolitan Communications Group support letter
- 9) JUS-COM support letter

Supplemental Information 3

- 1) Excel file showing complete list of contiguous census blocks that make up the funded service area. The census blocks are shown by census designated place and “Other” for locations not part of a census designated place.



901 Front Street, Suite 200

Louisville, Colorado 80027

August 19, 2009

Trustees of Indiana University
Attention: Dave Jent and Marianne Chitwood
400 E. 7th Street, Room 705
Bloomington, IN 47405

RE: Letter of Understanding

Dear Trustees of Indiana University:

This Letter of Understanding ("LOU") is entered into by and between Zayo Bandwidth, LLC ("Zayo") and the Trustees of Indiana University ("I-Light") (hereinafter each a "Party" and collectively, the "Parties") and sets forth the Parties understanding of the scope of work Zayo will perform in constructing and installing fiber optic facilities to connect twenty-one (21) Higher Education institutions to I-Light's network as well as certain major Internet POPs and other facilities throughout Indiana (the "Project"), as described further below, and I-Light's commitment to use Zayo to perform those services in the event Zayo receives the Federal funding also described below.

Zayo intends to apply for funding under the American Recovery and Reinvestment Act ("ARRA") to fund the Project. Upon Zayo's completion of the Project, I-Light intends to lease dark fiber from Zayo in conjunction with its own network deployment as further described in Section 2, Scope of Work ("Fiber Lease"). This LOU outlines the general terms that will serve as a foundation for a definitive agreement ("DA") between the Parties in the event that and contingent upon Zayo's award of funds to build the Project ("Funding"). In exchange for valuable consideration received, the adequacy of which is hereby acknowledged, the Parties agree to the terms and conditions herein.

- 1. Funding.** This LOU is contingent upon Zayo's receiving Funding for the Project. If Zayo does not receive funding for the Project, this LOU and each of the terms contained herein shall be null and void and of no further force or effect. If Zayo receives Funding, then the Parties are bound by the terms of this LOU and shall in good faith negotiate and enter into a DA governing Zayo's construction and installation of the Project and I-Light's Fiber Lease.
- 2. Scope of Work.** Zayo shall construct and install two (2) dark fiber strands between and among twenty-one (21) Ivy Tech schools and connect those dark fibers to the I-Light network as further described in Exhibit A ("I-Light Fibers"). The approximate route mileage for the I-Light Fibers is 490 route miles. The I-Light Fiber locations set forth on Exhibit A are all-inclusive and no locations listed on Exhibit A may be substituted by



901 Front Street, Suite 200

Louisville, Colorado 80027

other locations without Zayo's written consent. Any substitution of locations may be subject to additional charges.

3. **Pricing/Costs.** Contingent upon Zayo's award of Funding, I-Light agrees to lease the I-Light Fibers from Zayo according to the following payment terms:

Initial Lease Term: 10-years

NRR:

•

MRR (O&M):

Renewal Lease Term Option: 10-years

NRR:

MRR (

4. **Term.** This LOU shall become effective as of the date executed by I-Light and shall remain in effect until (i) Zayo sends to I-Light notice verifying that it did not receive Funding; (ii) the Parties execute a DA; (iii) sixty (60) days after NTIA has issued its Round 1 funding determinations, if Zayo has not otherwise notified I-Light whether it received such Funding; or (iv) it is otherwise mutually terminated by the Parties.



901 Front Street, Suite 200

Louisville, Colorado 80027

5. **Confidentiality.** The Parties agree that this LOU and the terms contained herein is considered confidential information and shall not be disclosed to any person, or to any third party, other than in the course of evaluating the proposed business relationship contemplated by this LOU. Notwithstanding the foregoing, Zayo may disclose such information contained herein as is necessary for its application for Funding. Nothing in this Section is intended to be inconsistent with Customer's obligations under the Indiana Open Records Act, Indiana Code Section I.C. 5-14-et seq.
6. **Limitation of Liability.** The Parties liability under this LOU shall be limited to direct damages incurred. Neither Party shall be liable to the other for any indirect, consequential, special, incidental, reliance or punitive, damages of any kind or nature whatsoever.
7. **Independent Contractor.** For all purposes under this LOU, Zayo shall be an independent contractor of I-Light. Neither Party shall have any employment relationship with any employee, agents or representatives of the other Party. Each Party shall remain solely responsible in all respects for its employees, agents, subcontractors, and representatives. This LOU shall be solely between Zayo and I-Light and shall infer no legal rights upon any third party, employee, agent or representative of I-Light.

[Signature page follows]



901 Front Street, Suite 200

Louisville, Colorado 80027

If the above referenced terms and conditions contained in this LOU are acceptable and you are authorized to execute this LOU and bind I-Light to the terms contained herein, please acknowledge by counter-signing this LOU in the space provided below.

Sincerely,

Christopher Morley, Chief Financial Officer
Zayo Bandwidth, LLC

ACCEPTED AND AGREED TO:

Trustees of Indiana University

Michelle Dugger
Signature

Michelle Dugger
Name

Assistant Director of Purchasing
Title

8/19/09
Date



901 Front Street, Suite 200

Louisville, Colorado 80027

Exhibit A: I-Light Fiber Locations

Site Name	A Location	Z Location
Ivy Tech College - Bloomington	200 Daniels Way, Bloomington, IN 47403	1025 East 7th Street, Suite HPER Node Room, Bloomington, IN 47408
Ivy Tech College - Kokomo	1815 E Morgan St, Kokomo, IN 46903	1250 S Home Ave., Kokomo, IN 46902
Ivy Tech College - Marion	1015 E Third St, Marion, IN 46952	1604 W 16th St., Marion, IN 46953
Ivy Tech College - Columbus	4475 Central Ave, Columbus, IN 47203	1830 7th Street, Columbus, IN 47202
Ivy Tech College - Lafayette	3101 S Creasy Lane, Lafayette, IN 47905	191 N University St., West Lafayette, IN 47906
Ivy Tech College - Monticello	1017 O'Connor Blvd, Monticello IN, 47960	191 N University St., West Lafayette, IN 47906
Ivy Tech College - Muncie	4301 S Cowan Rd, Muncie, IN 47302	200 University Avenue, Muncie, IN 47303
Ivy Tech College - Connersville	717 W 21st St, Connersville, IN 47331	2325 Chester Blvd., Richmond, IN 47374
Ivy Tech College - Anderson	104 W 53rd St, Anderson, IN 46013	26 Jackson St, Anderson, IN 46016
Ivy Tech College - East Chicago	410 E Columbus Dr, East Chicago, IN 46312	3400 Broadway, Suite: Dunes 1997, Gary, IN 46408
Ivy Tech College - Gary	1440 E 35th Ave, Gary, IN 46409	3400 Broadway, Suite: Dunes 1997, Gary, IN 46408
Ivy Tech College - Michigan City	3714 Franklin St, Michigan City, IN 47360	3400 Broadway, Suite: Dunes 1997, Gary, IN 46408
Ivy Tech College - Valparaiso	2401 Valley Dr, Valparaiso, IN 46383	3400 Broadway, Suite: Dunes 1997, Gary, IN 46408
Ivy Tech College - Elkhart	2521 Industrial Pkwy, Elkhart, IN 46516	506 W South Street, Suite: 250, South Bend, IN 46601
Ivy Tech College - Warsaw	3755 Lake City Hwy, Warsaw, IN 46580	506 W South Street, Suite: 250, South Bend, IN 46601
Ivy Tech College - Fort Wayne	3800 N Anthony Blvd, Fort Wayne, IN 46805	5312 W Washington Center Rd, Fort Wayne, IN 46818
Ivy Tech College - Fairbanks	9301 E 59th St, Indianapolis, IN 46216	733 Henry St, Suite 301, Cage #5, Indianapolis, IN 46225
Ivy Tech College - Franklin	1159 West Jefferson St, Franklin, IN 46131	733 Henry St, Suite 301, Cage #5, Indianapolis, IN 46225
Ivy Tech College - Lawrenceburg	500 Industrial Dr, Lawrenceburg, IN 47025	8204 Highway 311, Sellersburg, IN 47172
Ivy Tech College - Madison	590 Ivy Tech Dr, Madison, IN 47250	8204 Highway 311, Sellersburg, IN 47172
Ivy Tech College - Evansville	3501 First Ave, Evansville, IN 47710	8600 University Blvd, Evansville, IN 47712

Service Area Notes and Notes to Question #14

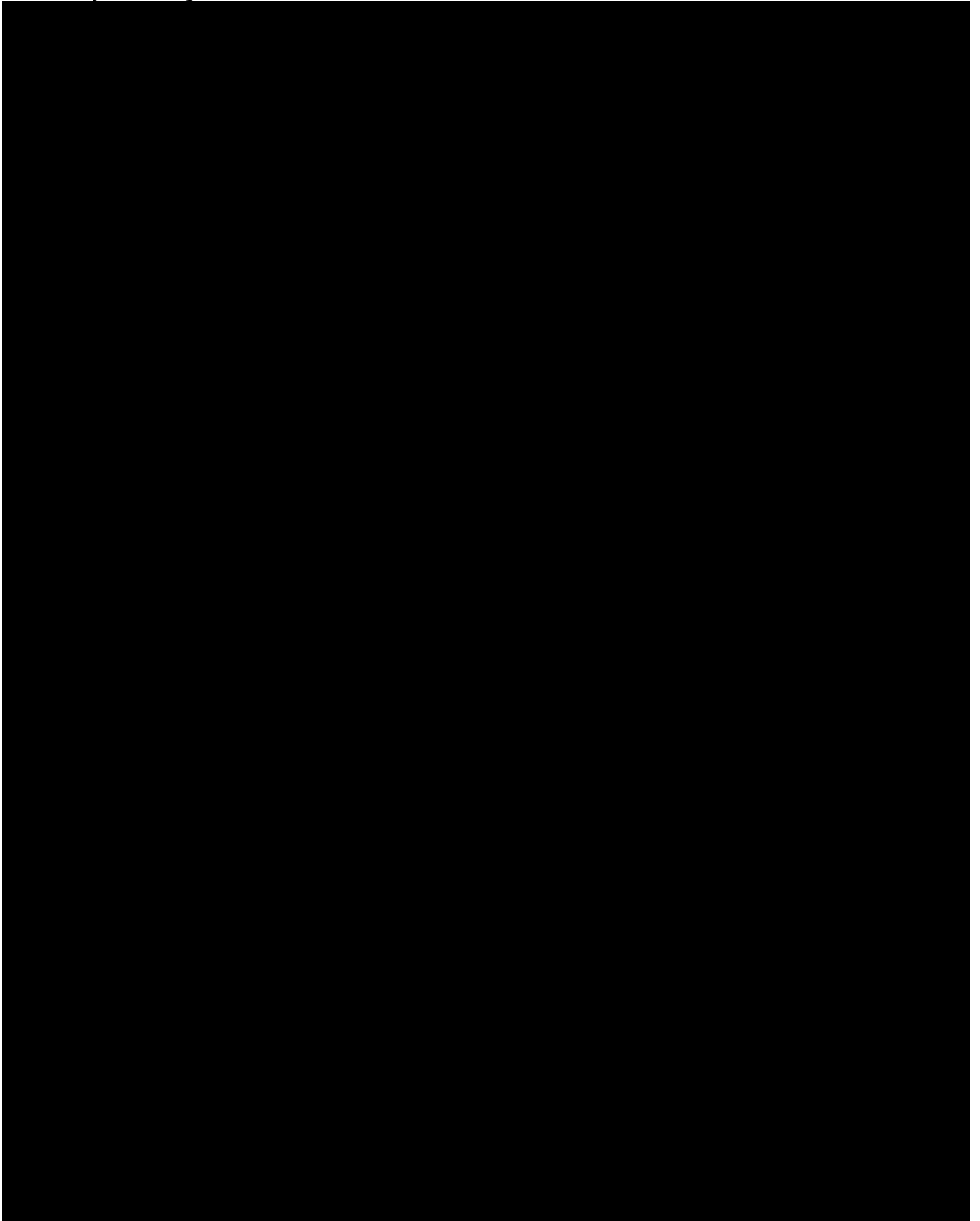
This application consists of one middle mile segment and one service area. All census blocks within the service area are contiguous. The service area is underserved, based on broadband subscribership at 39.6% of households and does not qualify for BIP funding based on 72.5% of proposed funded service area falling within rural areas.

Since this application consists of one funded service area, the response to #14 listed the corresponding areas situated along the fiber route served by the middle mile fiber. The data associated with each area is provided, for example, number of households, number of businesses, critical community facilities etc.. We feel this answers the 'intent' of question 14; rather than just providing one set of numbers for the service area as a whole.

The Excel file in Supplementary information 3 shows the complete list of contiguous census blocks that make up the funded service area. The census blocks are shown by census designated place and "Other" for locations not part of a census designated place.

It should be noted that the map is an approximate view of the service area due to the difficulties in manually drawing with the online mapping tool.

Response to Question #53:



This economic business case comparison demonstrates where Zayo would not have otherwise made investment to extend network and service offerings to the targeted underserved and un-served areas without the 80% or \$25.1M government funding under the BTOP program.

STATE OF INDIANA



INDIANA UTILITY REGULATORY COMMISSION
101 W. WASHINGTON STREET, SUITE 1500E
INDIANAPOLIS, INDIANA 46204-3407

<http://www.in.gov/iurc>
Office: (317) 232-2701
Facsimile: (317) 232-6758

April 7, 2008

Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 2006-1806

RE: Verified Application for WATS CTA Issuance (CTA # 0804-1)
Zayo Bandwidth Indiana, LLC

Dear Mr. Ferenchak

Pursuant to this Commission's Seventh Supplemental Order in Cause No. 38149, we have received and processed the enclosed application for a Certificate of Territorial Authority (CTA) to resell Wide Area Telephone Services (WATS) and/or interexchange intrastate telecommunications services within the state of Indiana. This letter of acknowledgement hereby grants the company named above the authority to provide these specified services in Indiana under the above captioned CTA number.

A copy of the application has been retained for our files.

Cordially,

Brandy Darlington
Tariff Administrator

Enclosure

cc: WATS file

BINGHAM

RECEIVED

APR 04 2008

INDIANA UTILITY
REGULATORY COMMISSION

Brett P. Ferenchak
brett.ferenchak@bingham.com
Our file no.: 0000330452

April 3, 2008

Via Overnight Delivery

Brenda A. Howe, Acting Executive Secretary
Indiana Utility Regulatory Commission
101 West Washington Street
Suite 1500 East
Indianapolis, IN 46204

RECEIVED

APR 04 2008

INDIANA UTILITY REGULATORY COMMISSION
TELECOMMUNICATIONS DIVISION

Re: Verified Application for Issuance of a Certificate of Territorial Authority to Resell Wide Area Telephone Service and/or Interexchange Intrastate Telecommunications Services within the State of Indiana

Dear Ms. Howe:

On behalf of Zayo Bandwidth Indiana, LLC ("Zayo-IN") please find an original and four (4) copies its Verified Application for Issuance of a Certificate of Territorial Authority to Resell Wide Area Telephone Service and/or Interexchange Intrastate Telecommunications Services within the State of Indiana. Also enclosed is a diskette with a copy of this filing in PDF format.

Please date stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact me at (202) 373-6697.

Respectfully submitted,



Brett P. Ferenchak

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

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

T 202.373.6000
F 202.373.6001
bingham.com



**VERIFIED APPLICATION FOR ISSUANCE OF A CERTIFICATE OF TERRITORIAL
 AUTHORITY TO RESELL WIDE AREA TELEPHONE SERVICE AND/OR
 INTEREXCHANGE INTRASTATE TELECOMMUNICATIONS SERVICES WITHIN THE
 STATE OF INDIANA (As addressed by Cause No. 38149)**
 State Form 50491 (R/11-06)
 INDIANA UTILITY REGULATORY COMMISSION

RECEIVED

APR 04 2013

(Instructions: Complete all blanks and include supporting documentation as attachments to this form) INDIANA UTILITY REGULATORY COMMISSION
 TELECOMMUNICATIONS DIVISION
 To the Telecommunications Division of the Indiana Utility Regulatory Commission ("IURC"):

Zayo Bandwidth Indiana, LLC ("Applicant")
 hereby applies to the Indiana Utility Regulatory Commission for a Certificate of Territorial Authority
 ("CTA") to resell wide area telephone services and/or interexchange, intrastate telecommunications
 services in Indiana, and represents that:

1. Applicant's principal name (including any "doing business as (d/b/a)" names) as authorized by the
 Indiana Secretary of State is: (Attach a copy of approval Certificate of Authority from Indiana Secretary of State.)

(a) Principal Name: Zayo Bandwidth Indiana, LLC

(b) d/b/a Name: _____

2. Applicant's principal address, telephone number, fax numbers and regulatory contact person for
 purposes of these proceedings and any subsequent IURC communications is:

901 Front Street, Suite 200
 (a) Address: Louisville, CO 80027

(b) Telephone No.: (303) 381-4664 FAX No.: (303) 226-5923

(c) Contact Person & Title: Scott E. Beer, General Counsel

3. Applicant requests a CTA for the following geographic area:

(a) Geographic area: State of Indiana
 (Typically, "State of Indiana")

4. The principal name, address, telephone number, fax number of Applicant's parent company is:

(a) Company Name: Zayo Group, LLC

(b) Address: 901 Front Street, Suite 200, Louisville, CO 80027

(c) Telephone No.: (303) 381-4664 FAX No.: (303) 226-5923

Applicant further represents that it:

- Has the financial, managerial, and technical ability to provide the services for which it hereby requests a CTA.
- Will comply with Indiana laws and the Commission's regulation and orders of generic application concerning the resale of WATS and/or interexchange, intrastate telecommunications services in Indiana which do not constitute an unlawful barrier to entry into the telecommunications marketplace for such service;
- Will pay the public utility fee required by I.C. 8-1-6;
- Will provide a copy of this verified application to each facilities-based local exchange company ("LEC") as maintained by the Commission's Telecommunications Division;
- Will advise any such LEC of the nature of Applicant's use of such LEC facilities and pay such LEC the lawful Commission approved tariffed rates for such services; and,
- Will notify the Commission within thirty (30) days of any changed or additional name under which it will provide services, and any change of address of Applicant's principal business address or change in name of persons authorized to receive notice on behalf of the Applicant.

VERIFICATION

I affirm under the penalties of perjury that the foregoing representations are true.

Officers Name & Title: Scott E. Beer, General Counsel

Printed

Signature & Date:



Phone Number: (303) 381-4664

IURC Staff Use Only:

CERTIFICATE OF TERRITORIAL AUTHORITY

A Certificate of Territorial Authority to provide public utility service (as defined by I.C. 8-1-2-1) and telephone service as a telephone company (as those terms are defined by I.C. 8-1-2-88) as set forth in the foregoing application is hereby issued to the Applicant discussed herein to resell wide area telephone services and/or interexchange, intrastate telecommunications services in accordance with and subject to the provisions of the Indiana Utility Regulatory Commission's Orders in Cause No. 38149, and the process established by the Seventh Supplemental Order issued on January 14, 1998, in that Cause.

Acknowledged by the IURC:

B. Darlington

CTA No.:

0804-1

Date:

APR 07 2008

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Verified Application for Issuance of a Certificate of Territorial Authority to Resell Wide Area Telephone Service and/or Interexchange Intrastate Telecommunications Services within the State of Indiana of Bandwidth.com CLEC, LLC was served by placing a copy of same in the United States first-class mail on April 3, 2008 addressed to the following:

Office of the Utility Consumer Counselor
National City Center
115 W. Washington Street, Suite 1500 South
Indianapolis, IN 42604

Each facilities-based local exchange change company as maintained by the Commission's Telecommunications Division.



Alice R. Burruss

SERVICE LIST

360NETWORKS (USA) INC.
867 COAL CREEK CIRCLE, SUITE 160
LOUISVILLE, CO 80027

ABOVENET COMMUNICATIONS, INC.
360 HAMILTON AVE. - 7TH FLOOR
WHITE PLAINS, NY 10601

ACCESS ONE, INC.
820 W. JACKSON BLVD., 6TH FLOOR
CHICAGO, IL 60607

ACCESS2GO, INC.
2912 LAKESIDE DR.
OKLAHOMA CITY, OK 73120

ACME COMMUNICATIONS, INC.
618 FRANKLIN SQUARE
MICHIGAN CITY, IN 46360

AERO COMMUNICATIONS, LLC
1301 BROADWAY
SUITE 126
PADUCAH, KY 42001

ALTERNATIVE NETWORK ACCESS, INC.
7230 CHERRY VALLEY S.E.
CALEDONIA, MI 49316

ANTHUM COMMUNICATIONS, LLC
2677 N. 50 W
LA PORTE, IN 46350

AT&T COMMUNICATIONS OF INDIANA,
GP
225 W. RANDOLPH STREET
25D140
CHICAGO, IL 60606

BIRCH TELECOM OF THE GREAT LAKES,
INC.
2300 MAIN STREET
6TH FLOOR, SUITE 600
KANSAS CITY ,MO64108

BLUERIVER COMMUNICATIONS, INC.
200 N. MAIN STREET
P.O. BOX 297
SALEM, IN 47167

BRIGHT HOUSE NETWORKS INFORMATION
SERVICES (INDIANA), LLC
12985 N. TELECOM PARKWAY
TEMPLE TERRACE, FL 33637

BROADWING COMMUNICATIONS, LLC
200 NORTH LASALLE STREET,
10TH FLOOR
CHICAGO, IL 60601

BROADWING LOCAL SERVICES, INC.
1122 CAPITAL OF TEXAS HIGHWAY SOUTH
AUSTIN, TX 78746-6426

BUDGET PREPAY, INC.
1325 BARKSDALE BLVD
SUITE 200
BOSSIER CITY, LA 71111

BULLSEYE TELECOM, INC.
25900 GREENFIELD ROAD, SUITE 330
OAK PARK, MI 48237

BUSINESS COMMUNICATION ANALYSTS,
INC.
23420 LORAIN AVENUE
UNIT 200, NO. 227
NORTH OLMSTEAD, OH 44070

BUSINESS TELECOM, INC.
7037 OLD MADISON PIKE, SUITE 400
HUNTSVILLE, AL 35806

BUY-TEL COMMUNICATIONS, INC.
P.O. BOX 136578
FORT WORTH, TX 76136

CAT COMMUNICATIONS INTERNATIONAL,
INC.
P.O. BOX 11845
ROANOKE, VA 24002-1845

CENTRAL INDIANA COMMUNICATIONS,
INC.
2331 E. 600 NORTH
GREENFIELD, IN 46140

CENTURYTEL FIBER CO. II, LLC DBA
LIGHTCORE, A CENTURYTEL COMPANY
14567 NORTH OUTER FORTH ROAD, SUITE
500
CHESTERFIELD, MO 63017

CENTURYTEL SOLUTIONS, LLC
100 CENTURYTEL DRIVE
MONROE, LA 71203

CHARTER FIBERLINK IN-CCO, LLC
12405 POWERSCOURT DR.
SAINT LOUIS, MO 63131

CINERGY METRONET, INC.
8829 BOND STREET
OVERLAND PARK, KS 66214

CITADEL TELECOM, INC.
618 N. CENTRAL AVENUE
CONNERSVILLE, IN 47331

CITYNET INDIANA, LLC
P.O. BOX 4688
BRIDGEPORT, WV 26330

CLAY COUNTY RURAL TELEPHONE CO-
OP., INC
P.O. BOX 237
2 SOUTH WEST STREET
CLOVERDALE, IN 46120

CLEARTEL TELECOMMUNICATIONS, INC.
12124 HIGH TECH AVE.
SUITE 100
ORLANDO, FL 32817

CLOSECALL AMERICA, INC.
101A LOG CANOE CIRCLE
STEVENSVILLE, MD 21666

COMCAST BUSINESS COMMUNICATIONS,
INC.
1500 MARKET ST., 17 WEST
PHILADELPHIA, PA 19102

COMCAST PHONE OF CENTRAL INDIANA,
LLC
1500 MARKET STREET
PHILADELPHIA, PA 19102

COMMPARTNERS, LLC
3291 N. BUFFALO DR.
SUITE 150
LAS VEGAS, NV 89129

COMMUNICATIONS VENTURE CORP.D/B/A
INDIGITAL TELECOM
5312 WEST WASHINGTON CENTER RD
FORT WAYNE, IN 46818

COMPUTER NETWORK TECHNOLOGY
CORPORATION
BRETT P. FERENCHAK, ESQ.
2020 K STREET, NW
WASHINGTON, DC 20006

COMTECH 21, LLC
ONE BARNES PARK SOUTH
WALLINGFORD, CT 06492

CONNECT PAGING, INC.
112 E SEMINARY DRIVE
SUITE B
FT. WORTH, TX 76115

COVISTA COMMUNICATIONS, INC.
4803 HIGHWAY 58
CHATTANOOGA, TN 37416

CYPRESS COMMUNICATIONS
OPERATING COMPANY, LLC.
3575 PIEDMONT ROAD
15 PIEDMONT CENTER, SUITE 610
ATLANTA, GA 30305

DELTA COMMUNICATIONS, LLC
404 SERIGHT ST.
HARRISBURG, IL 62946

DIECA COMMUNICATIONS, INC.
1415 BOND STREET
SUITE 155
NAPERVILLE, IL 60563

DPI-TELECONNECT, L.L.C.
2997 LBJ FREEWAY - SUITE 225
DALLAS, TX 75234

DSLNET COMMUNICATIONS, LLC
50 BARNES PARK NORTH
SUITE 104
WALLINGFORD, CT 06492

E.COM TECHNOLOGIES, LLC
750 LIBERTY DRIVE
WESTFIELD, IN 46074

EGIX NETWORK SERVICES, INC.
11550 N. MERIDIAN STREET
SUITE 500
CARMEL, IN 46032

ELANTIC TELECOM, INC.
2134 WEST LABURNUM AVENUE
RICHMOND, VA 23227

ELECTRICOM NETWORKS, LLC
1660 WEST HOSPITAL ROAD
P.O. BOX 319
PAOLI, IN 47454

EMBARQ COMMUNICATIONS, INC.
5454 W. 110TH STREET
MAILSTOP: KSOPKJ0902
OVERLAND PARK, KS 66211-1204

ENA SERVICES, LLC
1101 MCGAVOCK STREET
NASHVILLE, TN 37203

ERNEST COMMUNICATIONS, INC.
5275 TRIANGLE PKWY. - SUITE 150
NORCROSS, GA 30092

EXTENET SYSTEMS, INC.
1901 S. MEYERS RD.
SUITE 190
OAKBROOK TERRACE, IL 60181

EZ NET COMMUNICATIONS, INC.
PO BOX 460
SHARON CENTER, OH 44274

FAIRPOINT CARRIER SERVICES, INC.
908 WEST FRONTVIEW
P.O. BOX 199
DODGE CITY, KS 67801

FBN INDIANA, INC.
P.O. BOX 461
301 N. WASHINGTON
HEBRON, IN 46341

FIBER LINK, L.L.C.
8850 CRAWFORDSVILLE ROAD
P.O. BOX 34141
INDIANAPOLIS, IN 46234

FIBER TECHNOLOGIES NETWORKS, L.L.C.
300 MERIDIAN CENTRE
ROCHESTER, NY 14618

FIRST COMMUNICATIONS, L.L.C.
15278 NEO PARKWAY
GARFIELD HEIGHTS, OH 44128

FULLNET ADVANCED COMMUNICATIONS,
INC.
335 US 231 S
SOUTHGATE CENTER
JASPER, IN 47546

GLOBAL ACCESS POINT, LLC
6561 LONEWOLF DRIVE
SOUTH BEND, IN 46628

GLOBAL CONNECTION INC. OF AMERICA
3957 PLEASANTDALE ROAD
ATLANTA, GA 30340

GLOBAL CROSSING LOCAL SERVICES,
INC.
1080 PITTSFORD VICTOR ROAD
PITTSFORD, NY 14534

GLOBAL TECHNOLOGY ENTERPRISES
2005 LAKEBREEZE WAY
RESTON, VA 20191

GLOBALCOM, INC.
200 EAST RANDOLPH STREET
23RD FLOOR
CHICAGO, IL 60601

GRANDE COMMUNICATIONS NETWORKS,
INC.
401 CARLSON CIRCLE
SAN MARCOS, TX 78666

GRANITE TELECOMMUNICATIONS, LLC
100 NEWPORT AVENUE EXT
QUINCY, MA 02171

HRS INTERNET, LLC D/B/A LIGHTBOUND
2500 E. 46TH STREET
INDIANAPOLIS, IN 46205

I-MAN, INC.
207 S. WAYNE STREET
SUITE A
ANGOLA, IN 46703

IDT AMERICA, CORP.
520 BROAD STREET, 7TH FLOOR, LEGAL
DEPT.
NEWARK, NJ 07102

IG2, INC.
5018 196TH ST.
FRESH MEADOWS, NY 11365

ILLINOIS TELEPHONE CORPORATION
2021 N. MANNHEIM ROAD
MELROSE PARK, IL 60160

INFINITY FIBER, LLC
6661 LONEWOLF DRIVE
SOUTH BEND, IN 46628

INSIGHT PHONE OF INDIANA, LLC
GREGORY CAMERON
810 7TH AVENUE
NEW YORK, NY 10019

INTERATEL, LLC
6920 KOLL CENTER PARKWAY
SUITE 211
PLEASANTON, CA 94566

INTRADO COMMUNICATIONS, INC.
1601 DRY CREEK DRIVE
LONGMONT, CO 80503

IPVOICE COMMUNICATIONS, INC.
14860 MONFORT DRIVE, SUITE 210
DALLAS, TX 75240

IQ TELECOM, INC.
3215 W. 127TH STREET
BLUE ISLAND, IL 60406

KENTUCKY DATA LINK, INC.
8829 BOND STREET
OVERLAND PARK, KA 66214

KIVA TELECOMMUNICATIONS, INC.
P.O. BOX 1350
BLOOMINGTON, IN 47402

KMC DATA, LLC
BLDG 300, SUITE 330
5300 OAKBROOK PARKWAY
NORCROSS, GA 30093

LDMI TELECOMMUNICATIONS, INC.
3300 NORTH PACE BOULEVARD
PENSACOLA, FL 32505

LEE'S COMMUNICATIONS INC.
1939 S. WASHINGTON STREET
NAPERVILLE, IL 60565

LEVEL 3 COMMUNICATIONS, LLC
1025 ELDORADO BLVD.
BROOMFIELD, CO 80021

LIGTEL COMMUNICATIONS, INC.
414 S. CAVIN STREET
LIGONIER, IN 46767

LOCAL EXCHANGE CARRIERS OF
MICHIGAN, INC.
3923 28TH STREET, S.E. #138
GRAND RAPIDS, MI 49512

MAX-TEL COMMUNICATIONS, INC.
1720 WINDWARD CONCOURSE
ALPHARETTA, GA 30005

MAXCESS, INC.
P.O. BOX 951419
LAKE MARY, FL 32795-1419

MCI COMMUNICATIONS SERVICES, INC.
201 SPEAR STREET, 9TH FLOOR
SAN FRANCISCO, CA 94105

MCIMETRO ACCESS TRANSMISSION
SERVICES, INC.
201 SPEAR STREET, 9TH FLOOR
SAN FRANCISCO, CA 94105

MCLEODUSA TELECOMMUNICATIONS
SERVICES, INC.
ONE MARTHA'S WAY
HIAWATHA, IA 52233-2402

METRO TELECONNECT
3810 WALNUT ST
APT 1
HARRISBURG, PA 17109-2532

METROPOLITAN
TELECOMMUNICATIONS OF INDIANA,
INC.
44 WALL STREET , 14TH FLOOR
NEW YORK, NY 10005

MIDWESTERN TELECOMMUNICATIONS
INC.
P.O. BOX 1401
CHICAGO HEIGHTS, IL 60412

MILES COMMUNICATIONS
CORPORATION
P.O. BOX 217
BATESVILLE, IN 47706

MOBILITIE, LLC
500 NEWPORT CENTER DRIVE
SUITE 830
NEWPORT BEACH, CA 92660

MULBERRY CO-OP TELEPHONE
PO BOX 370
MULBERRY, IN 46058-0370

MULBERRY TELECOMMUNICATIONS, INC.
P.O. BOX 370
MULBERRY, IN 46058

NAVIGATOR TELECOMMUNICATIONS,
LLC
8525 RIVERWOOD PARK DRIVE, P.O. BOX
13860
NORTH LITTLE ROCK, AR 73113-0860

NECESSARY SOLUTIONS INCORPORATED
120 FRONT STREET
LAWRENCEBURG, IN 47025

NEW EDGE NETWORK, INC.
3000 COLUMBIA HOUSE BLVD., SUITE 106
VANCOUVER, WA 98661

NEW PHONE, INC
5555 HILTON AVE. SUITE 605
BATON ROUGE, LA 70808

NEXTG NETWORKS OF NY, INC.
2216 O'TOOLE AVENUE
SAN JOSE, CA 95131

NEXUS COMMUNICATIONS, INC.
P.O. BOX 247168
COLUMBUS, OH 43224

NFRAME, INC.
IN

NII COMMUNICATIONS, LTD.
12124 HIGH TECH AVE, STE 100
ORLANDO, FL 32817

NORLIGHT TELECOMMUNICATIONS, INC.
8829 BOND ST.
OVERLAND PARK, KS 66214

NORLIGHT, INC.
8829 BOND STREET
OVERLAND PARK, KS 66214

NOS COMMUNICATIONS, INC.
4380 BOULDER HIGHWAY
LAS VEGAS, NV 89121

NTERA, INC.
1020 N.W. 163RD DRIVE
MIAMI, FL 33169

NUVOX COMMUNICATIONS OF INDIANA,
INC.
2 NORTH MAIN STREET
GREENVILLE, SC 29601

PAETEC COMMUNICATIONS, INC.
ONE PAETEC PLAZA
600 WILLOWBROOK OFFICE PARK
FAIRPORT, NY 14450

PERRY-SPENCER COMMUNICATIONS,
INC.
11877 E. STATE ROAD 62
P.O. BOX 126
SAINT MEINRAD, IN 47577-0126

PNG TELECOMMUNICATIONS, INC.
100 COMMERCIAL DRIVE
FAIRFIELD, OH 45014

PREMIERE NETWORK SERVICES, INC.
500 N AKARD ST
SUITE 2980
DALLAS, TX 75201

PRONET COMMUNICATIONS, INC.
P.O. BOX 966
MOREHEAD, KY 40351

QWEST COMMUNICATIONS
CORPORATION
1801 CALIFORNIA STREET
47TH FLOOR
DENVER, CO 80202

QWEST INTERPRISE AMERICA, INC.
1801 CALIFORNIA STREET
47TH FLOOR
DENVER, CO 80202

RNET INC.
161 NORTH JEFFERSON ST.
MARTINSVILLE, IN 46151

RTC COMMUNICATIONS CORP.
117 W. 8TH STREET, P.O. BOX 507
ROCHESTER, IN 46975

SAGE TELECOM, INC.
805 CENTRAL EXPRESSWAY S,
SUITE 100
ALLEN, TX 75013

SEI DATA, INC.
P.O. BOX 7
DILLSBORO, IN 47018

SIGECOM, LLC
P.O. BOX 5789
EVANSVILLE, IN 47716

SMITHVILLE CONNECTION, LLC
1600 WEST TEMPERANCE STREET
ELLETTSVILLE, IN 47429

SOUTHEASTERN INDIANA RURAL
TELEPHONE
P.O. BOX 7
DILLSBORO, IN 47018

SPECTROTEL, INC
655 SHREWSBURY AVE., SUITE 302
SHREWSBURY, NJ 07702

SPRINT COMMUNICATIONS COMPANY,
L.P.
MAILSTOP: KSOPHT0101-Z2400
6391 SPRINT PARKWAY
OVERLAND PARK, KS 66251

SWEETSER RURAL TELEPHONE COMPANY,
INC.
210 N. MAIN STREET
SWEETSER, IN 46987

TALK AMERICA, INC.
3300 NORTH PACE BOULEVARD
PENSACOLA, FL 32505

TCG INDIANAPOLIS
225 W. RANDOLPH STREET
25D
CHICAGO, IL 60606

TDS METROCOM
525 JUNCTION ROAD
MADISON, WI 53717

TEL TEC, INC.
1302 S. HIGH SCHOOL ROAD
INDIANAPOLIS, IN 46241-3129

TELECENTS COMMUNICATIONS, INC.
1720 WINDWARD CONCOURSE
ALPHARETTA, GA 30005

TELEPHONE TECHNOLOGIES, INC.
1302 S. HIGH SCHOOL ROAD
INDIANAPOLIS, IN 46241

TELNET WORLDWIDE INDIANA, INC.
1175 WEST LONG LAKE ROAD
SUITE 201
TROY, MI 48098

TIME WARNER TELECOM OF INDIANA, L.P.
4625 W. 86TH STREET, SUITE 500
INDIANAPOLIS, IN 46268

TRANS NATIONAL COMMUNICATIONS
INTERNATIONAL, INC.
2 CHARLESGATE WEST
BOSTON, MA 02215

TRANSWORLD NETWORK, CORP.
6800 N. DALE MABRY HWY STE 100
TAMPA, FL 33614

TRINSIC COMMUNICATIONS, INC.
601 SOUTH HARBOUR ISLAND BLVD.,
STE. 220
TAMPA, FL 33602

UNITYCOMM, LLC
PO BOX 250
SYRACUSE, IN 46567

URBANSYSTEMS, LLC
7301 EAST 90TH STREET
SUITE 111
INDIANAPOLIS, IN 46256

US SIGNAL COMPANY, LLC
201 IONIA AVE SW
GRAND RAPIDS, MI 49503

US XCHANGE OF INDIANA, L.L.C.
220 BEAR HILL ROAD
WALTHAM, MA 02451

VECTREN COMMUNICATIONS SERVICES,
INC.
PO BOX 209
EVANSVILLE, IN 47702

WASHINGTON COUNTY RURAL
TELEPHONE COOPERATIVE, INC.
P.O. BOX 9
PEKIN, IN 47165

WESTEX COMMUNICATIONS LLC
11001 WILCREST DRIVE
SUITE 100
HOUSTON, TX 77099

WILTEL LOCAL NETWORK, LLC
LEVEL 3 COMMUNICATIONS
1025 ELDORADO BLVD.
BROOMFIELD, CO 80021

WIN.NET TELECOMMUNICATIONS, INC.
1048 CHESNUT
LOUISVILLE, KY 40204

WINSTAR OF INDIANA, LLC
1150 18TH ST, NW, SUITE 501
WASHINGTON, DC 20036-3806

YGNITION NETWORKS, INC.
565 ANDOVER PARK WEST #201
SEATTLE, WA 98188

YMAX COMMUNICATIONS CORP.
P.O. BOX 6785
WEST PALM BEACH, FL 33405-6785