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BEFORE THE

PUBLIC SERVICE COMMISSION OF UTAH

Joint Application of

AboveNet, Inc.,

AboveNet of Utah L.L.C.

and

Zayo Group, LLC

*for the Transfer of Indirect Control of
AboveNet of Utah L.L.C. to Zayo Group, LLC*

JOINT APPLICATION

Docket No. _____

JOINT APPLICATION

AboveNet, Inc. (“ABN-Parent”), AboveNet of Utah L.L.C. (“AboveNet”) and Zayo Group, LLC (“Zayo”) (collectively, the “Applicants”), by undersigned counsel and pursuant to Utah Code Ann. §§ 54-4-28 & 54-4-29 and the rules of the Public Service Commission of Utah (“Commission”), including R746-349-7, hereby request Commission approval to complete the transfer of indirect control of AboveNet to Zayo (the “Transaction”). In order to consummate the Transaction by mid-year, Applicants request that the Commission grant all relief sought herein as expeditiously as possible, and no later than June 18, 2012, so that Applicants can close the Transaction by June 30, 2012, and meet critical business objectives. Doing so will enable

Applicants to minimize their financial exposure and uncertainty inherent in debt and equity market fluctuations over time and to close the Transaction by the end of Zayo's fiscal year so as to simplify its financial reporting and minimize overall complexity and cost related to accounting for the Transaction.

In support of this Joint Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. ABN-Parent and AboveNet

ABN-Parent is a publicly-held Delaware corporation (NYSE: ABVT) with principal offices located at 360 Hamilton Avenue, White Plains, New York 10601. AboveNet is a Delaware limited liability company and wholly-owned direct subsidiary of AboveNet Communications, Inc., a Delaware corporation and wholly-owned direct subsidiary of ABN-Parent. ABN-Parent and its subsidiaries, including AboveNet, are leading providers of dedicated end-to-end fiber optic infrastructure and high-bandwidth Internet connectivity, both domestically and internationally. Their optical network enables their corporate, carrier and governmental customers to implement data, video, Internet and multimedia applications.

Collectively, ABN-Parent's subsidiaries, including AboveNet, are authorized to provide telecommunications services in 32 states and the District of Columbia. In Utah, AboveNet is authorized to provide local exchange and interexchange telecommunications service pursuant to Commission authorization granted in Docket No. 00-2324-01 on September 05, 2000.¹ AboveNet's parent, AboveNet Communications, Inc., is also authorized by the Federal Communications Commission ("FCC") to provide interstate and international telecommunications services.

¹ The authorization was originally granted in the name of Metromedia Fiber Network Fiber Services, Inc., which subsequently changed its name to AboveNet.

B. Zayo Group, LLC

Zayo is a Delaware limited liability company with principal offices at 400 Centennial Parkway, Suite 200, Louisville, Colorado 80027. Zayo is a wholly-owned subsidiary of Zayo Group Holdings, Inc., a Delaware corporation and wholly-owned subsidiary of Communications Infrastructure Investments, LLC (“CII”), a Delaware limited liability company. CII has no majority owner. Zayo (itself and through its subsidiaries) is a provider of bandwidth infrastructure and network neutral colocation and interconnection services over dense regional and metropolitan fiber networks, enabling its customers to manage, operate, and scale their telecommunications and data networks. Zayo’s services are primarily used by wireless service providers, national and regional carriers and other communications service providers, media and content companies, and certain bandwidth-intensive enterprises.

Zayo’s fiber networks span over 45,500 route miles, serve 70 metro markets in the District of Columbia and 42 states, including Utah, and connect to over 5,100 buildings, including approximately 2,250 cellular towers. These networks allow Zayo to provide bandwidth infrastructure services to customers over redundant fiber facilities between key customer locations.

In Utah, Zayo holds Certificate No. 2536 to provide local exchange and interexchange telecommunications service granted in Docket No. 11-2536-01; American Fiber Systems, Inc. (“AFS”), a wholly-owned subsidiary of Zayo, is authorized to provide dedicated facilities-based and resold local exchange, facilities-based interexchange and private line services pursuant to certificates granted in Docket No. 00-2353-01; and 360networks (USA) inc. (“360networks”), another wholly-owned subsidiary of Zayo, is authorized to provide local exchange and interexchange telecommunications services pursuant to certificates granted in Docket No. 99-

2289-01. Zayo, AFS and 360networks are also authorized by the FCC to provide domestic and/or international telecommunications services. Additional information concerning Zayo's legal, technical, managerial and financial qualifications to complete the Transaction has been submitted to the Commission with various prior filings with respect to Zayo's certification and various transactions and is therefore already a matter of public record. Applicants request that the Commission take official notice of these existing descriptions of Zayo's qualifications and incorporate them by reference herein. In support of its financial qualifications, Zayo provides a copy of its financial statements from its most recent SEC Form 10-Q as Exhibit A.

II. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this Application should be directed to Applicants' counsel of record:

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III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Agreement and Plan of Merger, dated as of March 18, 2012, by and among Zayo, Voila Sub, Inc. (a wholly-owned direct subsidiary of Zayo created for purposes of the merger) (“Merger Sub”) and ABN-Parent (the “Agreement”), Zayo will acquire all of the outstanding equity interests in ABN-Parent (the “AboveNet Merger”). Specifically, Merger Sub will merge with and into ABN-Parent, whereupon the separate existence of Merger Sub will cease and ABN-Parent will be the surviving corporation. As a result, ABN-Parent will become a wholly-owned direct subsidiary of Zayo. AboveNet will remain an indirect subsidiary of ABN-Parent and, therefore, AboveNet will become an indirect subsidiary of Zayo. Diagrams depicting the pre- and post-transaction corporate organization structures are appended hereto as Exhibit B.

The current customers of AboveNet will remain customers of AboveNet immediately following the AboveNet Merger. Accordingly, the AboveNet Merger will be seamless to customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing. The only immediate change resulting from the AboveNet Merger will be that AboveNet will be ultimately owned by Zayo.

Zayo is managerially, technically, and financially well-qualified to complete the Transaction. As noted above, Zayo and its subsidiaries currently provide telecommunications services in the District of Columbia and 42 states, including Utah. For additional detail on the financial and managerial qualifications of Zayo, please see www.zayo.com. AboveNet will therefore continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services to consumers in Utah supported by experienced Zayo management. AboveNet will also be supported by the financial resources of Zayo.

IV. INFORMATION REQUIRED BY R746-394-7

Pursuant to R746-394-7, Applicants provide the following information:

a. identification that it is not an ILEC,

Applicants confirm that none of the Applicants or their affiliates is an ILEC in Utah.

b. identification that it seeks approval of the application pursuant to this rule,

Applicants confirm that they seek approval of the application pursuant to the informal adjudication process set forth in this rule.

c. a reasonably detailed description of the transaction for which approval is sought,

A detailed description of the Transaction is provided in Section III, above.

d. a copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and

Applicants and/or their affiliates will file domestic and international Section 214 applications with the FCC. Copies of the Applications will be filed with this Commission after they are submitted. In connection with this Transaction, Applicants and/or their affiliates also expect to request approval for the Transaction from the utility regulatory agencies (“PUCs”) in the following states in addition to Utah: California, Colorado, Delaware, the District of Columbia, Georgia, Indiana, Louisiana, Maryland, Minnesota, New Jersey, New York, Ohio, Pennsylvania, Texas, Virginia and West Virginia. Due to the voluminous nature of these state filings, most of which contain the same basic information, Applicants have only attached as Exhibit C a copy of the Minnesota filing (excluding exhibits) requesting approval. Applicants are also providing pre-closing written or verbal notice to the PUCs in the all other states where AboveNet’s parent is authorized to provide intrastate telecommunications services: Connecticut, Florida, Illinois, Kansas, Kentucky, Massachusetts, Michigan, Missouri, Nevada, New Mexico, North Carolina, Oklahoma, Oregon,

Rhode Island, South Carolina, and Washington. Due to the voluminous and repetitive nature of the notices to be sent to these PUCs, Applicants have not included copies of the notice filings. Applicants will provide any additional filings at the request of the Commission.

- e. copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the application.**

Applicants have not yet received any notices, correspondence or orders from any federal agency or PUC reviewing the Transaction. To the extent requested by the Commission, Applicants will forward any orders or similar actions approving or denying approval of the Transaction.

V. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the Transaction described herein will serve the public interest. As part of Zayo, AboveNet will continue to provide high-quality telecommunications services to consumers while gaining access to the additional resources and operational expertise of Zayo. AboveNet will also benefit by being able to offer services to multi-location business and enterprise customers across a larger footprint in combination with Zayo. AboveNet's network complements Zayo's network and the acquisition will increase Zayo's existing fiber footprint. Approval of the Transaction also will serve the public interest in promoting competition among telecommunications carriers by providing Applicants with access to greater financial resources that will allow them to combine their operations and thereby become more effective competitors to larger incumbent telecommunications providers. In essence, the Transaction will make AboveNet and Zayo stronger competitors and thereby benefit consumers.

The Transaction described herein will not result in a change of carrier for any customers or any assignment of existing Commission authorizations. Further, the rates, terms and

conditions of services currently provided by AboveNet to its customers will not change as a result of the Transaction.

VI. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Application, authorizing Applicants to complete the Transaction described herein.

Respectfully submitted,

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Counsel for Zayo

Dated: March 23, 2012

LIST OF EXHIBITS

- Exhibit A Financial Statements
- Exhibit B Diagrams of the Pre- and Post-Transaction Corporate Organization Structures
- Exhibit C Copy of Minnesota Application (Excluding Exhibits)
- Verifications

EXHIBIT A

Financial Statements

EXHIBIT B

Diagrams of the Pre- and Post-Transaction Corporate Organization Structures

EXHIBIT C

Copy of Minnesota Application (Excluding Exhibits)

Verifications