

Zayo Group Holdings, Inc.
Form SC 13G
February 12, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)

ZAYO GROUP HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98919V105

(CUSIP Number)

December 31, 2014

(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Columbia Capital Equity Partners IV (QP), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
 3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 20,820,667
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

20,820,667
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,820,667
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 8.7%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Columbia Capital Equity Partners IV (QPCO), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
 3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,561,721
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

2,561,721
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,561,721
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 1.1%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Columbia Capital Employee Investors IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 158,370

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

158,370

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

158,370

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Columbia Capital Equity Partners III (QP), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 267,530
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

267,530
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

267,530
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Columbia Capital Equity Partners III (Cayman), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
 3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 146,915
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

146,915
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

146,915
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Columbia Capital Equity Partners III (AI), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 14,779
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

14,779
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,779
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.0%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Columbia Capital Investors III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 66,010

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

66,010

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,010

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.0%
TYPE OF REPORTING PERSON

OO

1 NAMES OF REPORTING PERSONS

Columbia Capital Employee Investors III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
 3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,614
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

2,614
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,614
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.0%
TYPE OF REPORTING PERSON

OO

1 NAMES OF REPORTING PERSONS

Columbia Capital Equity Partners IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 23,382,388

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

23,382,388

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,382,388

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 9.8%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Columbia Capital IV, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
 3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 23,540,758
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

23,540,758
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,540,758
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 9.8%
TYPE OF REPORTING PERSON

OO

1 NAMES OF REPORTING PERSONS

Columbia Capital Equity Partners (Cayman) III, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
 3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 146,915
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

146,915
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

146,915
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

CO

1 NAMES OF REPORTING PERSONS

Columbia Capital Equity Partners III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 497,848
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

497,848
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

497,848
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.2%
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Columbia Capital III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "
 3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 497,848
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

497,848
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

497,848
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.2%
TYPE OF REPORTING PERSON

OO

1 NAMES OF REPORTING PERSONS

James B. Fleming, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "
SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 24,038,606
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

24,038,606
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,038,606
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 10.1%
TYPE OF REPORTING PERSON

IN

ITEM 1. (a) Name of Issuer:

Zayo Group Holdings, Inc. (the Issuer).

(b) Address of Issuer s Principal Executive Offices:

1805 29th Street, Suite 2050

Boulder, CO 80301

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Columbia Capital Equity Partners IV (QP), L.P.

Columbia Capital Equity Partners IV (QPCO), L.P.

Columbia Capital Employee Investors IV, L.P.

Columbia Capital Equity Partners III (QP), L.P.

Columbia Capital Equity Partners III (Cayman), L.P.

Columbia Capital Equity Partners III (AI), L.P.

Columbia Capital Investors III, LLC

Columbia Capital Employee Investors III, LLC

Columbia Capital Equity Partners IV, L.P.

Columbia Capital IV, LLC

Columbia Capital Equity Partners (Cayman) III, Ltd.

Columbia Capital Equity Partners III, L.P.

Columbia Capital III, LLC

James B. Fleming, Jr.

(b) Address of Principal Business Office:

The business address of each of the Reporting Persons is 204 S. Union Street, Alexandria, VA 22314.

(c) Citizenship:

Columbia Capital Equity Partners IV (QP), L.P.	Delaware
Columbia Capital Equity Partners IV (QPCO), L.P.	Delaware
Columbia Capital Employee Investors IV, L.P.	Delaware
Columbia Capital Equity Partners III (QP), L.P.	Delaware
Columbia Capital Equity Partners III (Cayman), L.P.	Cayman Islands
Columbia Capital Equity Partners III (AI), L.P.	Delaware
Columbia Capital Investors III, LLC	Delaware
Columbia Capital Employee Investors III, LLC	Delaware
Columbia Capital Equity Partners IV, L.P.	Delaware
Columbia Capital IV, LLC	Delaware
Columbia Capital Equity Partners (Cayman) III, Ltd.	Cayman Islands
Columbia Capital Equity Partners III, L.P.	Delaware
Columbia Capital III, LLC	Delaware
James B. Fleming, Jr.	United States

(d) Title of Class of Securities:

Common stock, \$0.001 par value per share (Common Stock).

(e) CUSIP Number:

98919V105

ITEM 3.

Not applicable.

ITEM 4. Ownership.
Ownership (a-c)

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2014, based upon 239,008,679 shares of the Issuer's Common Stock outstanding as of November 10, 2014.

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to direct the vote		Shared power to dispose or to direct the disposition of	
			Sole power to vote or to direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of
Columbia Capital Equity Partners IV (QP), L.P.	20,820,667	8.7%	0	20,820,667	0	20,820,667
Columbia Capital Equity Partners IV (QPCO), L.P.	2,561,721	1.1%	0	2,561,721	0	2,561,721
Columbia Capital Employee Investors IV, L.P.	158,370	0.1%	0	158,370	0	158,370
Columbia Capital Equity Partners III (QP), L.P.	267,530	0.1%	0	267,530	0	267,530
Columbia Capital Equity Partners III (Cayman), L.P.	146,915	0.1%	0	146,915	0	146,915
Columbia Capital Equity Partners III (AI), L.P.	14,779	0.0%	0	14,779	0	14,779
Columbia Capital Investors III, LLC	66,010	0.0%	0	66,010	0	66,010
Columbia Capital Employee Investors III, LLC	2,614	0.0%	0	2,614	0	2,614
Columbia Capital Equity Partners IV, L.P.	23,382,388	9.8%	0	23,382,388	0	23,382,388
Columbia Capital IV, LLC	23,540,758	9.8%	0	23,540,758	0	23,540,758
Columbia Capital Equity Partners (Cayman) III, Ltd.	146,915	0.1%	0	146,915	0	146,915
Columbia Capital Equity Partners III, L.P.	497,848	0.2%	0	497,848	0	497,848
Columbia Capital III, LLC	497,848	0.2%	0	497,848	0	497,848
James B. Fleming, Jr.	24,038,606	10.1%	0	24,038,606	0	24,038,606

Consists of (i) 20,820,667 shares held of record by Columbia Capital Equity Partners IV (QP), L.P. (CCEP IV (QP)); (ii) 2,561,721 shares held of record by Columbia Capital Equity Partners IV (QPCO), L.P. (CCEP IV (QPCO)); (iii) 158,370 shares held of record by Columbia Capital Employee Investors IV, L.P. (CCEI IV); (iv) 267,530 shares held of record by Columbia Capital Equity Partners III (QP), L.P. (CCEP III (QP)); (v) 146,915 shares held of record by Columbia Capital Equity Partners III (Cayman), L.P. (CCEP III (Cayman)); (vi) 14,779 shares held of record by

Columbia Capital Equity Partners III (AI), L.P. (CCEP III (AI)); (vii) 66,010 shares held of record by Columbia Capital Investors III, LLC (CCI III); and (viii) 2,614 shares held of record by Columbia Capital Employee Investors III, LLC (CCEI III) (collectively, the Columbia Entities). Columbia Capital Equity Partners IV, L.P. (CCEP IV) is the general partner of CCEP IV (QP) and CCEP IV (QPCO). Columbia Capital IV, LLC (CC IV) is the general partner of CCEP IV and CCEI IV. CC IV has sole voting and investment power over the shares held directly and indirectly by the entities of which it is the general partner as described above. James B. Fleming, Jr. controls CC IV, and as a result, he exercises voting and investment control over all the shares held by CCEP IV (QP), CCEP IV (QPCO) and CCEI IV. The general partner of CCEP III (Cayman) is Columbia Capital Equity Partners (Cayman) III, Ltd. Columbia Capital Equity Partners III, L.P. (CCEP III) is the sole stockholder of Columbia Capital Equity Partners (Cayman) III, Ltd. and is also the managing member of CCI III and CCEI III. CCEP III is also the general partner of CCEP III (QP) and CCEP III (AI). The general partner of CCEP III is Columbia Capital III, LLC (CCIII). Mr. Fleming controls CCIII, and as a result, he exercises voting and investment control over all the shares held by CCEP III (QP), CCEP III (AI), CCEP III (Cayman), CCI III and CCEI III. Each of the foregoing entities and Mr. Fleming disclaims beneficial ownership of the shares held of record by the Columbia Entities.

ITEM 5. Ownership of Five Percent or Less of a Class.

Not applicable.

ITEM 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on
By the Parent Holding Company or Control Person.**

Not applicable.

ITEM 8. Identification and Classification of Members of the Group.

Not applicable.

ITEM 9. Notice of Dissolution of Group.

Not applicable.

ITEM 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2015

COLUMBIA CAPITAL EQUITY PARTNERS IV (QP), L.P.

By: Columbia Capital Equity Partners IV, L.P., its general partner

By: Columbia Capital IV, LLC, its general partner

By: /s/ Donald A. Doering

Name: Donald A. Doering

Title: Executive Vice President

COLUMBIA CAPITAL EQUITY PARTNERS IV (QPCO), L.P.

By: Columbia Capital Equity Partners IV, L.P., its general partner

By: Columbia Capital IV, LLC, its general partner

By: /s/ Donald A. Doering

Name: Donald A. Doering

Title: Executive Vice President

COLUMBIA CAPITAL EMPLOYEE INVESTORS IV, L.P.

By: Columbia Capital IV, LLC, its general partner

By: /s/ Donald A. Doering

Name: Donald A. Doering

Title: Executive Vice President

COLUMBIA CAPITAL EQUITY PARTNERS III (QP), L.P.

By: Columbia Capital Equity Partners III, L.P., its general partner

By: Columbia Capital III, LLC, its general partner

By: /s/ Donald A. Doering

Name: Donald A. Doering

Title: Executive Vice President

**COLUMBIA CAPITAL EQUITY PARTNERS III
(CAYMAN), L.P.**

By: Columbia Capital Equity Partners (Cayman) III, Ltd.,
its general partner

By: Columbia Capital Equity Partners III, L.P., its sole
shareholder

By: Columbia Capital III, LLC, its general partner

By: /s/ Donald A. Doering

Name: Donald A. Doering

Title: Executive Vice President

**COLUMBIA CAPITAL EQUITY PARTNERS III
(AI), L.P.**

By: Columbia Capital Equity Partners III, L.P., its general
partner

By: Columbia Capital III, LLC, its general partner

By: /s/ Donald A. Doering

Name: Donald A. Doering

Title: Executive Vice President

COLUMBIA CAPITAL INVESTORS III, LLC

By: Columbia Capital Equity Partners III, L.P., its
managing member

By: Columbia Capital III, LLC, its general partner

By: /s/ Donald A. Doering

Name: Donald A. Doering

Title: Executive Vice President

**COLUMBIA CAPITAL EMPLOYEE INVESTORS
III, LLC**

By: Columbia Capital Equity Partners III, L.P., its
managing member

By: Columbia Capital III, LLC, its general partner

By: /s/ Donald A. Doering

Name: Donald A. Doering

Title: Executive Vice President

**COLUMBIA CAPITAL EQUITY PARTNERS IV,
L.P.**

By: Columbia Capital IV, LLC, its general partner

By: /s/ Donald A. Doering

Name: Donald A. Doering

Title: Executive Vice President

COLUMBIA CAPITAL IV, LLC

By: /s/ Donald A. Doering
Name: Donald A. Doering
Title: Executive Vice President

**COLUMBIA CAPITAL EQUITY PARTNERS
(CAYMAN) III, LTD.**

By: Columbia Capital Equity Partners III, L.P., its sole
shareholder

By: Columbia Capital III, LLC, its general partner

By: /s/ Donald A. Doering
Name: Donald A. Doering
Title: Executive Vice President

**COLUMBIA CAPITAL EQUITY PARTNERS III,
L.P.**

By: Columbia Capital III, LLC, its general partner

By: /s/ Donald A. Doering
Name: Donald A. Doering
Title: Executive Vice President

COLUMBIA CAPITAL III, LLC

By: /s/ Donald A. Doering
Name: Donald A. Doering
Title: Executive Vice President

JAMES B. FLEMING, JR.

By: /s/ James B. Fleming, Jr.

LIST OF EXHIBITS

Exhibit No.	Description
99	Joint Filing Agreement