

001944/E120

In accordance with
Section 854 of the
Companies Act 2006

AR01 2015

Annual Return

BLUEPRINT

OneWorld



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A fee is payable with
Please see 'How to p
page

✓ What this form is for

You may use this form to confirm that the company information is correct as at the date of this return. You must file an Annual Return at least once every year.

✗ What this form is NOT for

You cannot use this form to give notice of changes to the company's officers, registered office, company type or information to the company records.

SATURDAY



A10 02/04/2016 #452
COMPANIES HOUSE

Part 1

Company details

The section must be completed by all companies

→ Filling in this form
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

A1 Company details

Company number 3 7 2 6 6 6 6

Company name in full ZAYO GROUP UK LIMITED

① Company name change

If your company has recently changed its name, please provide the company name as at the date of this return

A2 Return date

Please give the annual return made up date. The return date must not be a future date. The annual return must be delivered within 28 days of the date given below

② Date of this return

Your company's return date is usually the anniversary of incorporation or the anniversary of the last annual return filed at Companies House. You may choose an earlier return date but it must not be a later date.

Date of this return 03/03/2016

A3 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities

Classification code 1	6	2	0	9	0
Classification code 2					
Classification code 3					
Classification code 4					

③ Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes are available on our website www.gov.uk/companieshouse

If you cannot determine a code, please give a brief description of your business activity below

Principal activity description

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A4

Company type [ⓐ]

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☐ Public limited company
- ☒ Private company limited by shares
- ☐ Private company limited by guarantee
- ☐ Private company limited by shares exempt under section 60
- ☐ Private company limited by guarantee exempt under section 60
- ☐ Private unlimited company with share capital
- ☐ Private unlimited company without share capital

ⓐ Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website.
www.gov.uk/companieshouse

A5

Registered office address [ⓐ]

Building name/number	4TH FLOOR
Street	HARMSWORTH HOUSE
	13-15 BOUVRIE STREET
Post town	LONDON
County/Region	
Postcode	B C 4 Y B D P

ⓐ Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed you should complete form AD01 and submit it together with this annual return

A6

Single alternative inspection location (SAIL) of the company records (if applicable) [ⓐ]

Building name/number	100
Street	NEW BRIDGE STREET
Post town	LONDON
County/Region	
Postcode	E C 4 V 6 J A

ⓐ SAIL address

This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed you should complete form AD02 and submit it together with this annual return

A7

Location of company records [ⓐ]

Please tick the appropriate box to indicate which records are kept at the SAIL address in **Section A6**

- ☒ Register of members
- ☒ Register of directors
- ☐ Directors' service contracts
- ☐ Directors' indemnities
- ☒ Register of secretaries
- ☒ Records of resolutions etc
- ☐ Contracts relating to purchase of own shares
- ☐ Documents relating to redemption or purchase of own share out of capital by private company
- ☐ Register of debenture holders
- ☐ Report to members of outcome of investigation by public company into interests in its shares
- ☐ Register of interests in shares disclosed to public company
- ☐ Instruments creating charges and register of charges England and Wales or Northern Ireland
- ☐ Instruments creating charges and register of charges Scotland

ⓐ Location of company records

If the company records are held at the registered office address, **do not** tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return.

Part 2**Officers of the company**

This section should include details of the company as at the made up date of this annual return. All details must agree with those previously notified to Companies House.

Corporate officers

- For a **corporate secretary**, go to **Section B1**
- For a **corporate director**, go to **Section C1**

Individual officers

- For a **secretary** who is an individual, go to **Section D1**
- For a **director** who is an individual, go to **Section E1 and also complete Part 3**

Continuation pages

Please use a continuation page if you need to enter more officer details.

New appointments

You cannot use this form to appoint new officers to the company. To do this, please complete the appropriate form and submit it together with this annual return.

- AP01 - for directors who are individuals
- AP02 - for a corporate director
- AP03 - for secretaries who are individuals
- AP04 - for a corporate secretary

Change to officer details

You cannot use this form to change any officer details. To do this, please complete the appropriate form and submit it together with this annual return.

- CH01 - for changes to details of directors who are individuals
- CH02 - for changes to details of a corporate director
- CH03 - for changes to details of secretary who are individuals
- CH04 - for changes to details of a corporate secretary

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Corporate secretary

B1	Corporate secretary's details^①	
	Please use this section for corporate secretaries of the company. For a secretary who is an individual, complete Section D1-D2.	
Corporate body/firm name	ABOGADO NOMINEES LIMITED	
Building name/number	100	
Street	NEW BRIDGE STREET	
Post town	LONDON	
County/Region		
Postcode	E C 4 V 6 J A	
Country	United Kingdom	

① Corporate secretary appointments
You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return.

Corporate secretary details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04.

This information will appear on the public record.

Continuation pages
Please use a continuation page if you need to enter more officer details.

B2	Location of the registry of the corporate body or firm
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section B3 only → No Complete Section B4 only

B3	EEA companies^②
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.
Where the company/firm is registered ^③	United Kingdom
Registration number	1688036

② EEA
A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

B4	Non-EEA companies
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ^④	
If applicable, the registration number	

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Corporate director

C1**Corporate director's details^①**

Please use this section for corporate directors of the company
For a director who is an individual, complete Section E1-E2 and Part 3

Corporate body/firm name

Building name/number

Street

Post town

County/Region

Post code

Country

① Corporate director appointments
You cannot use this form to appoint a corporate director. To do this, please complete form AR02 and submit it together with this annual return.

Corporate director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02.

This information will appear on the public record.

Continuation pages

Please use a continuation page if you need to enter more officer details.

C2**Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete Section C3 only

→ No Complete Section C4 only

C3**EEA companies^②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered^③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance: www.gov.uk/companiesshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4**Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered^④

If applicable, the registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Secretary

D1	Secretary's details ^①	
	Please use this section for individual secretaries of the company. For a corporate secretary, complete Section B1-B4.	
Title*		
Full forename(s)		<p>① Secretary appointments You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.</p> <p>Corporate details Please use Section B1-B4 to enter corporate secretary details.</p> <p>Secretary details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.</p> <p>② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.</p> <p>Continuation pages Please use a continuation page if you need to enter more officer details.</p>
Surname		
Former name(s) ^②		
D2	Secretary's service address ^③	
Building name/number		<p>③ Service address If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.</p> <p>This information will appear on the public record.</p>
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		

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Director

E1Director's details^①

Please use this section to list individual directors of the company For a corporate director, complete Section C1-C4	
Title*	
Full forename(s)	DANIEL PHILIP
Surname	CARUSO
Former name(s) ^②	
Country/State of residence	USA
Nationality	AMERICAN
Month/year of birth ^③	X X 0 7 1 9 6 3
Business occupation (if any)	CHIEF EXECUTIVE OFFICER

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section C1-C4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.

③ Month and year of birth

Please provide month and year only. Provide full date of birth in Part 3 only.

Continuation pages

Please use a continuation page if you need to enter more officer details.

E2Director's service address^④

Building name/number	4TH FLOOR
Street	HARMSWORTH HOUSE 13-15 BOUVIERIE STREET
Post town	LONDON
County/Region	
Postcode	E C 4 Y B D P
Country	United Kingdom

④ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

E1

Director's details^①

Please use this section to list individual directors of the company
For a corporate director, complete Section C1-C4

Title*	
Full forename(s)	KEN
Surname	DESGARENNES
Former name(s) ^②	
Country/State of residence	USA
Nationality	AMERICAN
Month/year of birth ^③	X X m1 m0 y1 y9 y7 y0
Business occupation (if any)	CHIEF FINANCIAL OFFICER

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section C1-C4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.

③ Month and year of birth
Please provide month and year only. Provide full date of birth in Part 3 only.

Continuation pages
Please use a continuation page if you need to enter more officer details.

E2

Director's service address^④

Building name/number	4TH FLOOR
Street	HARMSWORTH HOUSE
	13-15 BOUVERIE STREET
Post town	LONDON
County/Region	
Postcode	E C 4 Y 8 D P
Country	United Kingdom

④ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office' please state 'The Company's Registered Office' in the address.

This information will appear on the public record.



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Part 4

Statement of capital

Does your company have share capital?

- **Yes** Complete the sections below and the following **Part 5**
→ **No** Go to **Part 6 (Signature)**

1 This should reflect the company's capital status at the made up date of this annual return

F1

Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share 2	Amount (if any) unpaid on each share 2	Number of shares 3	Aggregate nominal value 4
Ordinary	1 008248	0 00	60,618,567	£ 60,618,567 00
				£
				£
				£
Totals			60,618,567	£ 60,618,567 00

F2

Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

F3

Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

4 Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

Total number of shares

Total aggregate nominal value **5**

2 Including both the nominal value and any share premium

3 Number of shares issued multiplied by nominal value of each share

5 Total number of issued shares in this class

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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F4

Statement of capital (Voting rights)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share	£1 00 Ordinary
Voting rights	On a show of hands every member shall have one vote and on a poll every member shall have one vote for every share of which he is the holder
Class of share	
Voting rights	
Class of share	
Voting rights	
Class of share	
Voting rights	

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Part 5 Shareholders

Does your company have share capital?
→ **Yes** go to **Section G1** 'Companies with share capital'
→ **No** Go to **Part 6 (Signature)**

G1 Companies with share capital

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below ①
☒ **No** go to **Section G2** 'Past and present shareholders'
☐ **Yes** go to **Question 2**.

① A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK or any other market outside of the UK. The current UK recognised investment exchanges and regulated markets can be found at www.fsa.gov.uk/register/exchanges.do

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies? Please tick the appropriate box below ②

☐ **No** go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'
☐ **Yes** go to **Part 6 (Signature)**

② DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%)

G2 List of past and present shareholders ③

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below

☐ There were no shareholder changes in this period. Go to **Part 6 (Signature)**
☒ A full list of shareholders is enclosed
☐ A list of shareholder changes is enclosed

How is the list of shareholders enclosed. Please tick the appropriate box below

☒ The list of shareholders is enclosed on paper. Go to **Section G3** 'List of past and present shareholders'
☐ The list of shareholders is enclosed in another format. Go to **Part 6 (Signature)**.

③ This section only applies to companies answering 'No' in Section G1

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G3**List of past and present shareholders****0**

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

0 Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
ZAYO GROUP INTERNATIONAL LIMITED	£1 00 Ordinary	60,618,567		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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G4

Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return

It should only be completed by companies that have answered 'Yes' to Question 1 in Section G1, and 'No' to Question 2 in Section G1

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank

→ Go to **Part 6 (Signature)**

This section only applies to companies answering 'No' to Question 2 in Section G1

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

		Shares or stock currently held	
Shareholder's name	Shareholder's address	Class of share	Number of shares or amount of stock

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Part 6

Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X

Alan Kelly

X

ASSOCIATE GENERAL COUNSEL

This form may be signed by

Director ☐ Secretary, Person authorised ☒ Charitable commission receiver and manager, CIC manager, Judicial factor

☒ **Societas Europaea**

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

☐ **Person authorised**

Under either section 270 or 274 of the Companies Act 2006



Do not cover this barcode

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Presenter Information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name Baker & McKenzie LLP Rcf

MDH

Address 100 New Bridge Street

Post town London

County/Region

Postcode B C 4 V 6 J A

Country United Kingdom

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed your principal business activity
- ☐ You have not used this form to make changes to the registered office address
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have provided the full date of birth for all individual directors in Part 3
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important Information

Please note that all information on this form will appear on the public record



How to pay

A fee of £40 is payable to Companies House in respect of a paper Annual Return

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further Information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse