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January 31, 2012

Via Overnight Courier

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capitol Building
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

**Re: Notification Regarding the Transfer of Indirect Control of
360networks (USA) inc. to Zayo Group, LLC**

NOTICE OF CONSUMMATION

Dear Ms. Van Gerpen:

360networks Corporation ("360-Parent"), 360networks (USA) inc. ("360networks") and Zayo Group, LLC ("Zayo") (collectively, the "Parties"), by undersigned counsel, notify the Commission that on December 1, 2011, the Parties completed the transfer of indirect control of 360networks to Zayo as described in the Parties' letter filed on November 4, 2011 (the "Notice"). The Parties note that the transfer to Zayo's affiliate, Onvoy, Inc., of certain wholesale long distance and local voice and switched access facilities and services currently provided by 360networks as described in footnote 2 of the Notice, has not yet occurred.

An original and ten (10) copies of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact us.

Respectfully submitted,



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