

Jean L. Kiddoo
Brett P. Ferenchak
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

December 12, 2012

Via Overnight Courier

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capitol Building, 1st Floor
500 East Capitol Avenue
Pierre, SD 57501-5070

Re: Joint Application of Zayo Group, LLC and 360networks (USA) inc. for Authority to Complete the Transfer of the Certificate of Public Convenience and Necessity to Provide Competitive Telecommunications Services of 360networks (USA) inc. to Zayo Group, LLC

Dear Ms. Van Gerpen:

On behalf of Zayo Group, LLC and 360networks (USA) inc. (collectively, the "Applicants"), enclosed for filing with the Commission the attached Joint Application, and a check for \$250.00 to cover the application fee.

An original and ten (10) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 373-6000.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for Applicants

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

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

T +1.202.373.6000
F +1.202.373.6001
bingham.com

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