

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

**IN THE MATTER OF THE FILING FOR)
APPROVAL OF TRANSFER OF CERTIFICATE)
OF AUTHORITY FROM 360NETWORKS (USA))
INC. TO ZAYO GROUP, LLC)
)
)**

**ORDER GRANTING
TRANSFER OF
CERTIFICATES OF
AUTHORITY**

TC12-191

On December 13, 2012, the Public Utilities Commission (Commission), received a joint application on behalf of Zayo Group, LLC (Zayo) and 360networks (USA) Inc. (360networks) for Approval of Transfer of Certificates of Authority. The application stated that pursuant to SDCL 49-31-3 of the South Dakota Codified Laws and ARSD 20:10:24:02 and 20:10:32:03, the applicants request approval or such other authority as may be necessary or required for applicants to complete certain pro forma intra-company transactions that, with respect to applicants' businesses in South Dakota, will result in the assets and the certificates of authority of 360networks moving to Zayo.

On December 20, 2012, the Commission electronically transmitted notice of the filing and the intervention deadline of January 4, 2013, to interested individuals and entities. No petitions to intervene or comments were filed.

360networks (known at that time as Worldwide Fiber Networks, Inc.) received its certificate of authority to provide interexchange services in Docket TC00-079 and received its certificate of authority to provide local exchange services in Docket TC06-063. The Commission's order in TC06-063 granted the requested certificate of authority subject to restrictions including restrictions from providing retail end-user services, limiting 360 Networks to the provision of wholesale services to other telecommunications carriers only, and subject to rural safeguards.

At its regularly scheduled meeting of February 12, 2013, the Commission considered the request for the transfer of the certificates of authority. Commission Staff discussed restrictions including those contained in the TC06-063 Order.

The Commission voted unanimously to grant transferring the certificates of authority from 360networks to Zayo with restrictions from providing retail end-user services, limiting Zayo to the provision of wholesale services to other telecommunications carriers only, and subject to rural safeguards.

The Commission finds that it has jurisdiction over this matter pursuant to Chapter 49-31, specifically 49-31-3 and ARSD 20:10:24:04.01 and 20:10:32:08. The Commission finds that Zayo has met the legal requirements established for the transfer of the certificates of authority. Zayo has, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial, and managerial capabilities to offer telecommunications services in South Dakota. The Commission approves the application for the transfer of certificates of authority from 360networks to Zayo, subject to restrictions from providing retail end-user services, limiting Zayo to the provision of wholesale services to other telecommunications carriers only, and subject to rural safeguards.

As the Commission's final decision in this matter, it is therefore

ORDERED, that the application for transfer of certificates of authority from 360networks to Zayo is hereby granted, subject to the conditions as set forth in detail above.

Dated at Pierre, South Dakota, this 1st day of March, 2013.

<p style="text-align: center;">CERTIFICATE OF SERVICE</p> <p>The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, electronically.</p> <p>By: <u>Tina Douglas</u></p> <p>Date: <u>3-4-13</u></p> <p style="text-align: center;">(OFFICIAL SEAL)</p>

BY ORDER OF THE COMMISSION:

Gary Hanson
GARY HANSON, Chairman

Chris Nelson
CHRIS NELSON, Commissioner

Kristie Fiegen
KRISTIE FIEGEN, Commissioner