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**Via Overnight Courier**

Julie P. Orchard, Commission Secretary  
Utah Public Service Commission  
Heber M. Wells Building, 4th Floor  
160 East 300 South  
Salt Lake City, Utah 84111

**Re: Joint Application of 360networks (USA) inc., American Fiber Systems, Inc. and Zayo Group, LLC for Approval of Certain Pro Forma Intra-Corporate Transactions**

Dear Mr. Dean:

On behalf of 360networks (USA) inc., American Fiber Systems, Inc. and Zayo Group, LLC (collectively, the "Applicants"), enclosed for filing are an original and eight (8) copies of the above-referenced Application. Also enclosed is CD-ROM containing an electronic version of the Application in MSWord and PDF formats.

Please date-stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,

Jean L. Kiddoo  
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