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September 23, 2011

Via IBFS

Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

Re: Notice of Pro Forma Assignment of 360networks Corporation's International Section 214 Authority to 360networks holdings (USA), inc.

Dear Ms. Dortch:

360networks Corporation ("Corp"), pursuant to 47 C.F.R. subsections 63.24(d) and (f), hereby submits this letter to notify the Commission of the pro forma assignment of its Section 214 authorization to its wholly owned subsidiary, 360networks holdings (USA), inc. ("holdings"). Corp is authorized pursuant to a pro forma assignment of the 214 authorization from one of its former subsidiaries, Dynegy Connect L.P.¹

In accordance with Section 63.24(f)(2) of the Commission's rules, Corp submits the following information:

1. Section 63.24(f)(2)(i) – Information required in paragraphs (a) through (d) and (h) of Section 63.18 for the transferee:

- a. Name, address and telephone number

360networks holdings (USA), inc.
370 Interlocken Blvd., Suite 600
Broomfield, CO 80021
303 854 5513

¹ File No. ITC-ASG-20041217-00510, Grant of Authority Date of 5/4/2005, DA No. 05-1295, from 360networks (USA 2) L.P. f/k/a/ Dynegy Connect, L.P. to 360networks Corporation.

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

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b. Government or state of organization

Nevada

c. Correspondence and communications concerning this notification should be directed to:

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and

Michel Singer Nelson
Associate General Counsel
360networks
370 Interlocken Blvd., Suite 600
Broomfield, CO 80021
303 854 5513 (v)
303 854 5100 (f)
mnelson@360.net

d. Section 214 Authorization

360networks holdings (USA), inc. has indirect authority pursuant to 47 C.F.R 63.21(h) by virtue of its parent's authorization but it has not previously held independent International Section 214 Authorization. 360networks holdings (USA), inc. also holds Domestic Section 214 Authorization by virtue of blanket domestic Section 214 authority pursuant to 47 C.F.R. § 64.01.

360networks Corporation holds International Section 214 Authorization (File No. ITC-214-20010117-00029) pursuant to a pro forma assignment of the 214 authorization from one of its former subsidiaries, Dynegy Connect L.P. (File No. ITC-ASG-20041217-00510).

h. Equity Ownership of 360networks holdings (USA), inc.

360networks holdings (USA), inc. is organized under the laws of the State of Nevada and is managed and controlled by U.S. citizens at the board of director and management levels. The following entities directly own ten percent (10%) or more of the equity of Holdings:

Name: 360networks Corporation
Address: 2101 Fourth Avenue, Suite 2000
Seattle, WA 98121
Citizenship: Canadian
Principal Business: Telecommunications holding company
% Equity: 100%²

The following entities directly own ten percent (10%) or more of the equity of 360networks Corporation.

Name: J.P. Morgan Securities, LLC
Address: 4 New York, Plaza, 16th Floor
New York, New York 10004
Citizenship: U.S.
Principal Business: Financial Services
% Equity: 20.8%

Name: Davidson Kempner Capital Management
Address: 65 East 55th Street, 19th Floor
New York, New York 10022
Citizenship: U.S.
Principal Business: Investment
% Equity: 25.5%

Name: Greg Maffei
Address: 1230 Liberty Blvd.
Englewood, CO 80112
Citizenship: U.S.
Principal Business: Individual
% Equity: 23.6%

² 360networks Corporation indirectly owns 100% of the voting equity of 360networks holdings (USA) inc. through its wholly-owned Canadian subsidiaries, 360networks (fiber holdco), ltd. and 360networks (fiber subco) ltd.

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No other persons or entities directly or indirectly own 10% or more of Holdings.

i. Interlocking Directorates

360networks holdings (USA), inc. has no interlocking directorates with any foreign carriers.

2. Section 63.24(f)(2)(ii) – Attached hereto is a certification that the assignment was pro forma in nature and does not result in a change of the carrier's ultimate control.

Please contact the undersigned with any questions you may have concerning this filing.

Respectfully submitted,



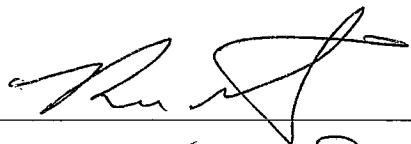
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ASSIGNMENT OF ASSETS

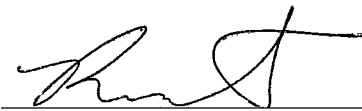
KNOW ALL MEN BY THESE PRESENTS that, as of August 26, 2011 (the "Effective Date") for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, 360networks Corporation ("360networks") does hereby assign to 360networks (USA) Holdings, Inc. ("Holdings") all of its right, title and interest to the International 214 authority currently held by 360networks and Holdings hereby accepts such assignment.¹

IN WITNESS WHEREOF, 360networks and Holdings have caused this Assignment of Assets to be executed and delivered in its name as of the Effective Date.

360networks Corporation

By: 
Name: Ron Gustafson
Title: VP/GC

360networks Holdings (USA) inc.

By: 
Name: Ron Gustafson
Title: VP/GC

¹ File No. ITC-ASG-20041217-00510, Grant of Authority Date of 5/4/2005, DA No. 05-1295, from 360networks (USA 2) L.P. f/k/a Dynegy Connect, L.P. to 360networks Corporation.