

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647
WWW.SWIDLAW.COM

GRACE R. CHIU
DIRECT DIAL (202) 424-7783
GRCHIU@SWIDLAW.COM

NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TEL (212) 973-0111
FAX (212) 891-9598

RECEIVED

SEP 23 2003

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

September 23, 2003

BY HAND DELIVERY

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, DC

Re: CC Docket No. 00-257: *In the Matter of 2000 Biennial Review - Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers* Notification of 360networks (USA) inc. Pursuant to 47 C.F.R. § 64.1120(e)

Dear Ms. Dortch:

360networks (USA) inc ("360networks"), by its undersigned counsel and pursuant to Section 64.1120(e) of the Commission's Rules, 47 C.F.R. § 64.1120(e), hereby notifies the Commission of its intent to acquire part of the customer base of Touch America, Inc. (Debtor-in-Possession) ("Touch America"). An original and one (1) copy of this letter are enclosed. Please date stamp the enclosed extra copy of this letter and return it in the envelope provided.

Names of the Parties to the Transaction: The parties to the transaction include: 360networks (USA) inc. and its ultimate parent, 360networks Corporation, and Touch America, Inc. (Debtor-in-Possession) and its parent, Touch America Holdings, Inc.

Types of Telecommunications Services Provided to Affected Customers: Touch America provides private line and dedicated Internet services to affected customers.

Date of the Transfer: The parties anticipate that the affected Touch America customers will be transferred to 360networks on or about October 24, 2003, or as soon as possible thereafter following receipt of regulatory approvals.

3 of Copies rec'd 01
LIST A B C D E

Ms. Marlene H. Dortch
September 23, 2003
Page 2

Certification of Compliance Attached hereto as Attachment A is 360networks' certification required under Section 64.1120(e)(1) of the Commission's rules

Copy of Notice Sent to Affected Subscribers: Attached hereto as Attachment B is a copy of the customer notice that was sent to affected Touch America customers. The customer notice was mailed on June 26, 2003.

Should there be any questions regarding this notification, please do not hesitate to contact me

Sincerely,



Grace R. Chiu

Counsel to 360networks (USA) inc.

cc. Lin Gentemann (360networks)
Jean L. Kiddoo

ATTACHMENT A

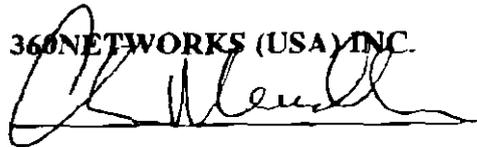
Certification of 360networks (USA) inc.

**CERTIFICATION OF
360NETWORKS (USA) INC.**

On behalf of 360networks (USA) inc. ("360networks"), and in accordance with Section 64.1120 of the Commission's rules, 47 C.F.R. § 64.1120, I hereby certify under penalty of perjury that I have read the foregoing notification and the statements contained therein are true, complete and correct to the best of my knowledge. I further certify that, with respect to the transfer of Touch America's private line and dedicated Internet customers to 360networks, 360networks has complied with the Commission's requirements to provide advance subscriber notice in accordance with Section 64.1120(e)(3), with the obligations specified in that notice, and with other statutory and Commission requirements that apply to this streamlined process

360NETWORKS (USA) INC.

By:



Name: Chris Mueller

Title: Semor Vice President

Date: September 23, 2003

ATTACHMENT B

Notice Sent to Affected Subscribers



**AN IMPORTANT NOTICE FROM TOUCH AMERICA AND 360NETWORKS
REGARDING YOUR PRIVATE LINE / DEDICATED INTERNET ACCESS SERVICES**

June 26, 2003

Dear Valued Customer:

We are pleased to inform you that, on June 20, 2003, *360networks* announced plans to purchase Touch America's Private Line and Dedicated Internet communications businesses, including Touch America's customer base. This transaction is subject to approval of the Bankruptcy Court as Touch America recently filed for bankruptcy protection under Chapter 11. The anticipated date for the transfer of your account to *360networks* is August 15, 2003, or as soon thereafter as the necessary Bankruptcy Court and regulatory approvals can be obtained.

Touch America and *360networks* are working closely together to ensure that the transfer of your account to *360networks* will be seamless. In the meantime, Touch America and *360networks* assure you that there will be no interruption of service or change in the level of support you receive from Touch America today as a result of this transaction.

Following the transfer of your account to *360networks*, your service will continue under the same terms and conditions that you currently enjoy. Notice of any future changes in rates, terms and conditions of service will be provided to you as required by law, however no changes are anticipated. *360networks* will be responsible for any fees or costs associated with the transfer of your account. Subject to the terms and conditions of your existing agreement with Touch America, including applicable termination penalties, as is standard practice, you have the option to choose another provider for your communications service. *360networks* will work to resolve any complaints you may have filed against or raised with Touch America that have not been resolved by the time your account is transferred.

We are very excited about this acquisition. The addition of the Touch America facilities enhance *360networks*' existing network, which is one of the largest and most advanced on the continent. *360networks* optical mesh fiber network spans 33,000 route miles, reaches 60 major cities in the U.S. and Canada, and includes 17 metro fiber networks in nine Canadian provinces, and 12 metro fiber networks in the largest U.S. cities. Over this state-of-the-art network, *360networks* currently provides telecommunications services and network infrastructure to over 13,000 carrier and enterprise customers. *360networks* offers a comprehensive range of services including traditional local and long distance voice products, Internet, Transport and LAN/WAN connectivity.

In the very near future, you'll have the opportunity to take advantage of the combined network and product offerings of the two companies, giving you access to new markets, extended network reach across North America and greater network capabilities. To learn more about *360networks* and the new services that will be available to you, please visit *360networks'* website at www.360.net.

We are committed to ensuring you are kept informed of these exciting changes over the next few months and will continue to provide you up to date information. Please contact your local Account Representative or Touch America at 800-710-8922. Questions regarding *360networks* may be directed to Shawna Arndt of *360networks* at 403-770-5724.

It has been Touch America's pleasure to provide you with quality private line and dedicated internet and Touch America emphasizes that you are a valued customer and will be treated as such by *360networks*.

Cordially,



Mary Gail Sullivan
Vice President, Customer Development
Touch America, Inc.



Shawna Arndt
Director, Client Services
360networks