

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF IDAHO

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In Re The Application of)
360networks (USA) inc.)
For a Certificate of Public Convenience and)
Necessity to Provide Competitive Local)
Exchange Services in the State of Idaho)
_____)

Docket No. WPN-T-05-01

IDAHO PUBLIC
UTILITIES COMMISSION

APPLICATION FOR CERTIFICATION

360networks (USA) inc., (“Applicant”), pursuant to Idaho Code §§ 61-526 through -528 and IDAPA 31.01.01.111 and Public Utilities Commission of Idaho (“Commission”) Procedural Order 26665 in Docket No. GNR-T-96-4, hereby applies to the Commission for a Certificate of Public Convenience and Necessity. Applicant seeks intrastate operating authority to provide facilities-based competitive local exchange telecommunications services to commercial subscribers, and exchange access services to interconnecting carriers in Idaho. In support of its Application, and pursuant to the Commission’s Application for Certification requirements, Applicant states as follows.

I. PROPOSED SERVICES

Applicant proposes to provide competitive local exchange carrier services including, but not limited to, basic local exchange services, primarily to commercial subscribers in Qwest Communications and Verizon (f/k/a GTE Northwest) exchanges. Applicant further proposes to provide exchange access services to interconnecting carriers. Applicant does not propose to offer alternative operator services to the transient public. Operator assisted calls are available through other carriers.

Applicant's services will be available to subscribers twenty-four hours per day, seven days per week, at rates, terms and conditions established by Applicant and reflected in

Applicant's illustrative price list, attached hereto at **Exhibit E**. Applicant assumes full responsibility for marketing and sales, billing and customer service functions. Services will be offered and provided in accordance with applicable Idaho laws and all Commission rules and regulations.

Applicant currently maintains its own dedicated facilities in the State of Idaho. Such facilities are used exclusively for wholesale carriers who lease Applicant's network. Applicant will utilize its facilities to provide retail services at such time that the instant Application is granted. Applicant's network may be supplemented through resale of incumbent carrier services and/or leasing portions of its network. Applicant is not currently providing any local exchange services within the State of Idaho.

Applicant will market its services through in-house marketing professionals.

Applicant has been granted authority to provide interexchange telecommunications services in thirty six (34) states, including Idaho.¹ Applicant further has authority to provide competitive local exchange services in the thirty three (33) states. In no instance has Applicant been denied authority nor has any application been rejected.

II. FORM OF BUSINESS

1. Name, address and Form of Business

1(c)(1).² Statement of the Character of Public Service in Which it May Engage.

Applicant proposes to provide competitive local exchange carrier services including, but not limited to, basic local exchange service primarily to commercial subscribers. Applicant will further offer exchange access services to interconnecting carriers.

¹ Registered as an interexchange carrier August 17, 2000.

² Applicant is a corporation. Items 1(a), Sole Proprietor, and 1(b), Partnerships, do not apply.

1(c)(2). The Name of the State in Which Applicant is Incorporated.

Applicant is a privately-held corporation organized under the laws of the State of Nevada on June 12, 1998.

1(c)(3). Applicant's Principal Business Address and its Principal Business Address within Idaho.

Applicant's principal business address is:

360networks (USA) inc.
867 Coal Creek Circle, Suite 160
Louisville, CO 80027
Telephone: 303-854-5000
Facsimile: 303-854-5100

Applicant does not anticipate maintaining offices in the State of Idaho.

1(c)(4). Certified Copy of Applicant's Articles of Incorporation.

A copy of Applicant's Articles of Incorporation are attached hereto at **Exhibit A.**

1(c)(5). A certificate of Good Standing Issued by the Secretary of State of Idaho.

Applicant has been authorized by the Secretary of State of the State of Idaho to transact business in the State of Idaho as a foreign (not incorporated in Idaho) corporation. Evidence of Applicant's good standing to transact business within the State of Idaho issued by the Secretary of State of the State of Idaho is attached hereto as **Exhibit B.**

1(c)(6). Name and Address of Registered Agent for Service in Idaho.

Applicant's registered agent in the State of Idaho is:

CT Corporation System
300 N. 6th Street
Boise, ID 83702

2. If a corporation, the Names and Addresses of the Ten Common Stockholders of Applicant Owning the Greatest Number of Shares of Common Stock and the Number of Such Shares Owned by Each.

<u>Owner</u>	<u>Shares</u>	<u>Percentage of Ownership</u>
360networks holdings (USA) inc.	203	100%

Applicant is wholly owned by 360networks holdings (USA) inc., which is wholly owed by 360networks Corporation.

3. Names and Addresses of the Officers and Directors of Applicant.

The names and addresses of Applicant's officers and directors are:

DIRECTORS:

Mr. Rob Frasene, Sr. President

OFFICERS:

Mr. Rob Frasene, Sr. President

Mr. Chris Mueller, Sr. Chief Financial Officer, Treasurer

Mr. Patrick Summers, VP Legal, General Counsel, Secretary

Ms. Liza Dennehy, VP Operations

Mr. Cliff Beeker, VP Carrier Sales

Brief biographies of Applicant's officers, directors and key technical management personnel are attached hereto as **Exhibit C**.

4. Name and Address of Any Corporation, Association, or Similar Organization Holding a 5% or Greater Ownership or a Management Interest in the Applicant. As to Ownership, the Amount and Character of the Interest Must be Indicated. A copy of any Management Agreement Must be Attached.

Applicant is a wholly owned subsidiary of 360networks holdings (USA) inc. No management agreement exists between Applicant and its parent corporation.

5. Names and Addresses of Subsidiaries Owned or Controlled by Applicant.

5. Names and Addresses of Subsidiaries Owned or Controlled by Applicant.

Applicant maintains two subsidiaries: 1) 360networks (USA) of Virginia Inc.; and 2) 360networks LLC. All subsidiaries are located at Applicant's headquarters address, 867 Coal Creek Circle, Suite 160, Louisville, CO 80027.

III. TELECOMMUNICATIONS SERVICES

1. The Date on Which Applicant Proposes to Begin Construction or Anticipates it Will Begin to Provide Service.

Applicant currently maintains facilities in Idaho that are part of its northern network and used exclusively for wholesale purposes. Applicant anticipates to initiate construction of facilities within 12 months of a grant of a Certificate of Public Convenience and Necessity to provide local exchange services, primarily through interconnection with Qwest's network. Applicant anticipates that it will begin to provide service within 18 months of the date on which its local exchange Certificate of Public Convenience and Necessity is granted.

2. A Written Description of Customer Classes and Customer Service[s] that the Applicant Proposes to Offer to the Public.

Applicant proposes to provide service primarily to commercial subscribers. Applicant intends to offer basic local exchange competitive local exchange services and exchange access and transport services to interconnecting carriers.

IV. SERVICE TERRITORY

- 1. A Description Sufficient for Determining Whether Service is to be Offered in a Particular Location; and the Names of all Incumbent Local Exchange Corporations with Whom the Proposed Utility is Likely to Compete.**

Applicant initially proposes to offer its services in the service areas currently served by Qwest Communications and Verizon and will be competing with these Incumbent Local Exchange Carriers.

- 2. Written Description of the Intended Manner of Service, for Example, Resold Services or Facilities Based. A General Description of the Property Owned or Controlled by Applicant.**

Applicant currently maintains high-speed broadband facilities used for wholesale purposes in Idaho, which will also be used for transport of retail services. Applicant anticipates additional deploying high speed broadband facilities augmented by leased facilities, as necessary. Applicant may also deploy switching equipment in Idaho as market conditions may dictate.

- 3. A Statement Describing with Whom the Applicant is Likely to Compete.**

Applicant may in the future compete with all incumbent local exchange carriers (ILECs) within the State of Idaho including, ATC Communications, Cambridge Telephone Company, CenturyTel of Idaho, Inc., Frontier Communications of Idaho, Direct Communications Rockland, Inc., Fremont Telcom, Inc., Inland Telephone Company, Midvale Telephone Exchange, Inc., Oregon-Idaho Utilities, Inc., Pine Telephone System, Inc., Potlatch Telephone Company, Rural Telephone Company, Silver Star Communications and Teton Telecom. Applicant plans to compete against other competitive local exchange carriers whose identity is a matter of record with the Commission.

4. A Description of the Property Owned by the Applicant Clarifies the Applicant's Proposed Services and Operation.

Applicant currently owns transport facilities, as noted *supra*..

V. FINANCIAL INFORMATION

1. Current Detailed Balance Sheets, Including a Detailed Income and Profit and Loss Statements of Applicant Reflecting Current and Prior Year Balances for the Twelve Months Ended as of the Date of the Balance Sheet, or if Not Readily Available, for the Period Since the Close of the Preceding Calendar Year.

Applicant remains profitable as demonstrated by the audited Consolidated Financial Statements of its parent corporation, 360networks Corporation, attached hereto as **Exhibit D**. The attached documents demonstrate that Applicant is adequately capitalized to provide reliable, long-term service to subscribers in the State of Idaho. Applicant is fully funded and requires no additional external capitalization to initiate and sustain its operations.

2. If a balance sheet and income statement are not available, the applicant must submit financial data sufficient to establish that it possesses adequate financial resources to provide the proposed services.

Not Applicable.

VI. "ILLUSTRATIVE" PRICE LIST FILINGS

Applicant's proposed "Illustrative" price list and price sheets setting forth rates, rules, terms, and regulations applicable to the contemplated service is attached hereto at **Exhibit E**.

VII. CUSTOMER CONTACTS

1. Contact Information for the Applicant.

- a) **The Name, Address, and Telephone Number and Electronic Mailing Addresses (if available) of the Person(s) Responsible for Consumer Inquiries and Complaints from the Public.**

The individual maintaining overall responsible for consumer inquiries complaints from the public, and quality of service is:

Patrick Summers, VP and General Counsel
360networks (USA) inc.
867 Coal Creek Circle/Suite 160
Louisville, CO 80027
Telephone 303-854-5018
Facsimile: 303-854-5100
Electronic Mail: psummers@360.net

- b) **A Toll-free number for Customer Inquiries and Complaints.**

Applicant's toll free number for customer inquiries and complaints is 877.993.4237.

- c) **The Name, Number and Electronic Mailing Addresses (if available) of the Person(s) Designated as a Contact for the Commission Staff for Resolving Complaints, Inquiries and Matters Concerning Rates and Price Lists or Price lists.**

The name, number and electronic mailing addresses of the person(s) designated as a contact for the Commission Staff for resolving complaints, inquiries and matters concerning rates and price lists or price lists is:

Charles Forst
360networks (USA) inc.
867 Coal Creek Circle/Suite 160
Louisville, CO 80027
Telephone 303.854.5210
Facsimile: 303.854.5100
Electronic Mail: Charles.Forst@360.net

VIII. INTERCONNECTION AGREEMENTS

1. Statements of Whether the Applicant Has Initiated Interconnection Negotiations and, if so, When and With Whom.

Applicant has not yet completed an interconnection agreement with an underlying carrier, nor completed its switching or leased facilities implementation plans for Idaho. Upon approval of this application, Applicant currently plans to enter interconnection agreement negotiations with Qwest, Verizon, and may initiate negotiations with other underlying local exchange carriers.

IX. COMPLIANCE WITH COMMISSION RULES

A Written Statement that the Applicant has Reviewed all of the Commission Rules and Agrees to Comply With Them, or a Request for Waiver of Those Rules Believed to be Inapplicable.

Applicant, and its designated personnel, have reviewed applicable rules and regulations of the Commission and aver commitment to abide by the terms and conditions thereof.

X. ESCROW ACCOUNT OR SECURITY BOND

- 1. If a Company Requires Advance Deposits by Its Customers, the Company Must Submit a Signed Copy of an Escrow Account with a Bonded Escrow Agent or a Security Bond. The Escrow or Bond Shall be Sufficient to Meet Customer Deposit Refunds in Case of Company Default.**
- 2. At the Commission's Discretion, an Additional Deposit May be Required to Keep Customers Whole in Case of Company Default.**
- 3. The Commission will Review the Individual Requirement of Establishing an Escrow or Security Account by the Company Upon Good Showing by the Company for a Period of Two Years.**

Applicant will not collect advanced deposits from its retail customers.

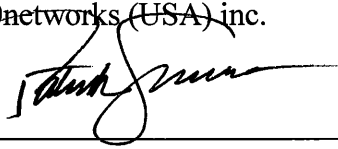
XI. CONCLUSION

WHEREFORE, based upon the foregoing, 360networks (USA) inc., respectfully requests that the Public Utilities Commission of the State of Idaho approve and grant a Certificate of Public Convenience and Necessity to provide local exchange and exchange access service in the State of Idaho.

Respectfully submitted this 20th day of ~~August~~^{Sept.}, 2005.

360networks (USA) inc.

By: _____


Patrick Summers
Vice President and General Counsel
867 Coal Creek Circle, Suite 160,
Louisville, CO 80027
Telephone: 303.854.5000

Miller Isar, Inc.
7901 Skansie Avenue, Suite 240
Gig Harbor, Washington 98335

Telephone: (253) 851-6700
Facsimile: (253) 851-6474

Regulatory Consultants for Applicant

AFFIDAVIT OF APPLICANT

State of Colorado)
) ss.
County of Boulder)

I, Patrick Summer, being first duly sworn, do hereby depose, state that I am Vice President and General Counsel of 360networks (USA) inc. and am authorized to make this verification on behalf of 360networks (USA) inc., an Applicant for Certificate of Public Convenience and Necessity to provide competitive local exchange services in the State of Idaho.

Under the penalties of perjury, I hereby aver that I have read the foregoing Application and know the contents thereof, and as to those matters that are therein stated on information or belief, I believe them to be true.

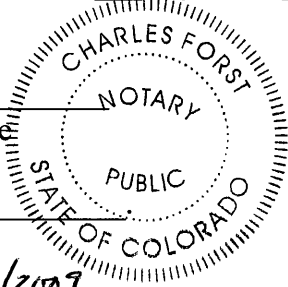
I aver further, that 360networks (USA) inc. will comply with all applicable statutes, administrative rules and orders of the Public Utilities Commission of the State of Idaho.

360networks (USA) inc.
By: *Patrick Summers*

Patrick Summers
Vice President and General Counsel
867 Coal Creek Circle, Suite 160,
Louisville, CO 80027
Telephone: 303.854.5000

Subscribed and sworn to before me this ^{20th} day of ^{Sept.} August, 2005.

Charles Forst
Notary Public in and for the State
of Colorado, residing at
Denver, Co



My Commission Expires: 5/9/2009

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF IDAHO

In Re The Application of)
360networks (USA) inc.)
For a Certificate of Public Convenience and)
Necessity to Provide Competitive Local)
Exchange Services in the State of Idaho)
_____)

Docket No. WFN-T-0501

EXHIBITS

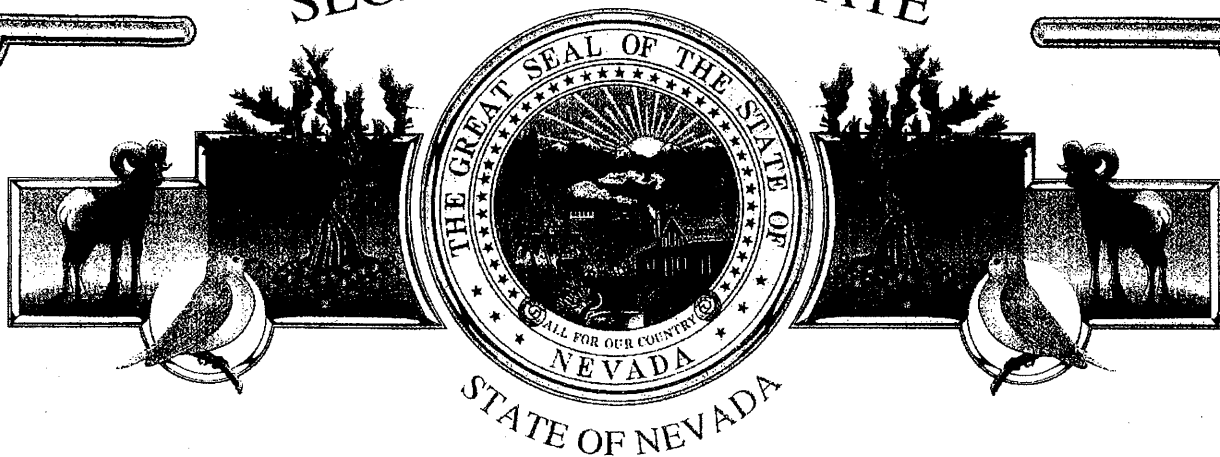
<u>Exhibit</u>	<u>Item</u>
A	ARTICLES OF INCORPORATION
B	AUTHORITY TO TRANSACT BUSINESS IN IDAHO AND CERTIFICATE OF GOOD STANDING
C	EXECUTIVE PROFILES
D	FINANCIAL STATEMENTS
E	ILLUSTRATIVE PRICE LIST

EXHIBIT A
ARTICLES OF INCORPORATION

(Attached)

360networks (USA) inc.
Certificate of Existence
(Including Amendments)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE (INCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I FURTHER CERTIFY, that the following is a list of all organizational documents on file in this office for

360NETWORKS (USA) INC.

Articles of Incorporation for PACIFIC FIBER LINK POR-SAC, INC. INC. filed June 12, 1998.

Articles of Merger and changing name to WORLDWIDE FIBER NETWORKS, INC. filed April 1, 1999.

Certificate of Amendment to Articles of Incorporation changing name to 360NETWORKS (USA) INC. filed June 7, 2000.

Articles of Merger filed December 28, 2000.

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

JUN 07 2000
No. 013871-98

Dean Heller
DEAN HELLER, SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

WORLDWIDE FIBER NETWORKS, INC.

WORLDWIDE FIBER NETWORKS, INC., a corporation organized and existing under the laws of the State of Nevada, and its Articles of Incorporation originally filed with the Secretary of State for the State of Nevada on June 12, 1998, **DOES HEREBY CERTIFY:**

FIRST: That by written consent of the Board of Directors of Worldwide Fiber Networks, Inc., the following resolutions were duly adopted:

RESOLVED, that Article I of the Articles of Incorporation be amended as follows:

I. NAME

The name of the corporation is **360networks (USA) Inc.**

SECOND: The total number of outstanding shares having voting power of the corporation is 200, and the total number of votes entitled to be cast by the holders of all of said outstanding shares is 200.

THIRD: The holders of all of the aforesaid total number of outstanding shares having voting power, to wit, shares, dispensed with the holding of a meeting of the stockholders and adopted the amendment herein certified by a consent in writing signed by all of them.

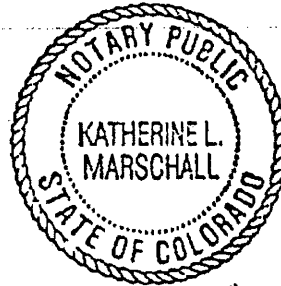
DATED this 25th day of May, 2000.

WORLDWIDE FIBER NETWORKS, INC.

By: *Jerry Tharp*
Jerry Tharp, President

By: *Ron Stevenson*
Ron Stevenson, Secretary

PROVINCE OF Colorado)
CITY OF Denver)



My Comm. Expires 1-9-2001

On this 45 day of May, 2000, personally appeared before me, a Notary Public, JERRY THARP, who acknowledged to me that he executed the foregoing CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF WORLDWIDE FIBER NETWORKS, INC.

Katherine L. Marschall
NOTARY PUBLIC

PROVINCE OF British Columbia)
CITY OF Vancouver)

On this 25th day of May, 2000, personally appeared before me, a Notary Public, RON STEVENSON, who acknowledged to me that he executed the foregoing CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF WORLDWIDE FIBER NETWORKS, INC.

Ron Stevenson
NOTARY PUBLIC

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FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

APR 01 1999

No. C 13871-98

Dean Heller
DEAN HELLER, SECRETARY OF STATE

ARTICLES OF MERGER

These Articles of Merger are made this 23rd day of March, 1999, between Pacific Fiber Link Por-Sac, Inc., a Nevada corporation (sometimes referred to herein as the "Nevada Corporation" or the "Surviving Corporation") and Pacific Fiber Link, LLC, a Washington limited liability company (sometimes referred to herein as the "Washington LLC" or the "Merged Company").

RECITALS

A. The Nevada Corporation is a corporation duly organized and existing under the laws of the State of Nevada with its registered office located at 1575 Delucchi Lane, Ste. 224, Reno, Nevada 89502.

B. The Washington LLC is a limited liability company duly organized and existing under the laws of the State of Washington with its registered office located at 1420 Fifth Avenue, Ste. 3510, Seattle, Washington 98101-4031.

C. The Nevada Corporation and the Washington LLC deem it desirable and in their best interests that the Washington LLC be merged into the Nevada Corporation in accordance with the provisions of Chapter 92A of the Nevada Revised Statutes.

I.

An agreement and plan of merger has been approved and adopted by the Nevada Corporation, through its board of directors, and submitted and approved by its stockholders pursuant to Chapter 92A of the Nevada Revised Statutes as set forth below:

Designation of Shares:	Common
Number of Votes Entitled to be Cast:	100
Number of Votes for Plan:	100
Number of Votes Against Plan:	0

The number of votes of the stockholders for the plan was sufficient for approval.

II.

An agreement and plan of merger has been approved and adopted by the Washington LLC, through its managing member and management committee, and submitted and approved unanimously by its sole member possessing a 100% membership interest, pursuant to the laws of the State of Washington.

III.

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation, except that according to the agreement and plan of merger Article I is amended to read:

I. NAME

The name of the corporation is WORLDWIDE FIBER NETWORKS, INC.

IV.

The complete executed agreement and plan of merger is on file at the registered office of the Surviving Corporation: 1575 Delucchi Lane, Ste. 224, Reno, Nevada 89502.

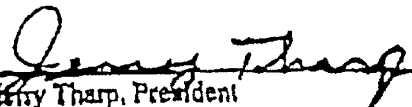
V.

On the effective date of the merger, the separate existence of the Merged Company shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the Merged Company, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Company, and neither the rights of creditors nor any liens on the property of the Merged Company shall be impaired by the merger.

VI.

The merger takes effect upon the filing of these Articles of Merger.

PACIFIC FIBER LINK PDR-SAC, INC.

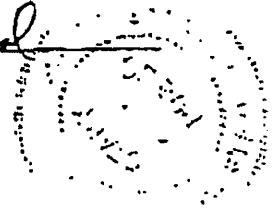
By: 
Henry Tharp, President

By: 
Ron Stevenson, Secretary

STATE OF Colorado
COUNTY OF Adams) ss.

On this 26 day of March, 1999, personally appeared before me, a Notary Public, JERRY THARP, who acknowledged to me that he executed the foregoing ARTICLES OF MERGER.

[Signature]
NOTARY PUBLIC



~~PAVINE~~
STATE OF British Columbia
COUNTY OF Vancouver) ss.

On this 23rd day of March, 1999, personally appeared before me, a Notary Public, RON STEVENSON, who acknowledged to me that he executed the foregoing ARTICLES OF MERGER.

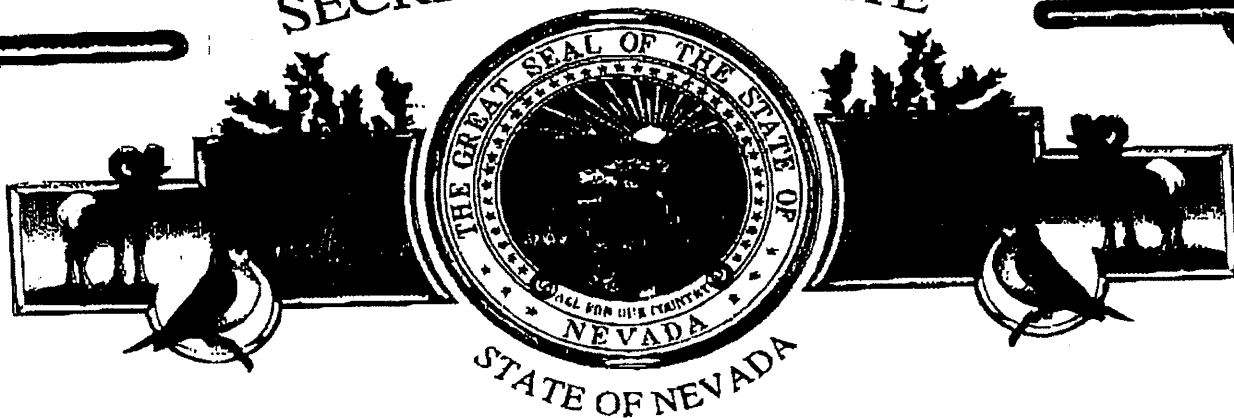
[Signature]
NOTARY PUBLIC

BRUCE TATLER
BARRISTER & SOLICITOR
KINNEY & MURPHY
P.O. Box 6800
1111 WEST GEORGE STREET
VANCOUVER, B.C. Canada V7Y 1E9

11/30/98 11:46

BSJCL → 604 688 0829

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **PACIFIC FIBER LINK POR-SAC, INC.** did on **June 12, 1998** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 15, 1998.

Dean Heller

Secretary of State

By

Kelly R. Dawson
Certification Clerk



