COMPETITIVE TELECOMMUNICATIONS SERVICE PROVIDERS

For the provision of (check all that apply):

- [x] INTEREXCHANGE CARRIER
- [ ] ALTERNATIVE OPERATOR SERVICE PROVIDER
- [ ] COMPETITIVE ACCESS
- [x] COMPETITIVE LOCAL EXCHANGE CARRIERS
- [ ] OTHER (Describe):

ANNUAL REPORT

90-9159

360Networks (USA) Inc.
Mr. Charles Forst
Paralegal
867 Coal Creek Circle Suite 160
Louisville, CO 80027

Address City County State Zip Code

Phone: (Area Code) Number

(Address of principal business office at end of year)

TO THE

PUBLIC UTILITIES COMMISSION OF OHIO

RECEIVED-DOCKETING DIV
2005 APR 12 AM 9: 11
PUCO

FOR THE

YEAR ENDED DECEMBER 31, 20__

Name, title, address, e-mail address and telephone number (including area code) of the person to be contacted concerning this report.

Charles Forst, Paralegal 867 Coal Creek Circle Suite 160 Louisville, CO 80027
Cforst@360.net 303-854-5210

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GENERAL INSTRUCTIONS, DEFINITIONS, ETC.

Please read the general instructions carefully before filling out this form:

1. The word "Respondent" in the following inquiries means the person, firm, association, or company in whose behalf the report is made.

2. The schedules and questions contained in this report were developed to be generally applicable to all competitive telecommunication service providers. All instructions shall be followed and each question answered as fully and accurately as possible. Sufficient answers shall appear to show that no schedule, question, or line item has been overlooked.

3. If answers to an inquiry are given elsewhere in the report, incorporation of the information by reference is sufficient.

4. Customary abbreviations may be used except that the exact name of the respondent shall be shown in full on the "Title Page" and in the "Verification" page.

5. Where the space provided is insufficient for the required data or it is necessary or desirable to insert additional statements or schedules, the insert pages shall show the number and title of the schedule to which it pertains, as well as the name of the respondent and the year covered, and shall be on 8 1/2" x 11" durable paper.

6. The information required with respect to any statement furnished is the minimum requirement. The respondent may add such further material information as is necessary to ensure that the required statements are not misleading.

7. All copies filed with the Commission must be legible and permanent. All entries shall be made in permanent ink or by a typewriter. Items of a reverse or contrary character shall be enclosed in parentheses, or indicated by a minus sign followed by the amount.

8. The annual report shall be signed by a duly elected officer of the respondent and it shall be notarized.

9. "Operating" as used in this report refers to regulated operations while "Nonoperating" refers to nonregulated operations.

Annual Report of 360networks (USA) inc.
867 Coal Creek Circle, Suite 160
Louisville, CO 80027
Year Ended December 31, 2004

IDENTITY OF RESPONDENT

1. Identify respondent's form of business organization: sole proprietorship, partnership, corporation, or other (explain).

   Corporation

2. If a consolidated, merged, or reorganized company, briefly provide particulars of such transactions, the date of the transactions, and PUCO authority. If a reorganized company, give name of original company.

   None

3. Identify any other names (other than shown on title page) under which respondent conducted any part of its business during the year.

   None

4. If incorporated specify:
   a. Date of filing of articles of incorporation.
   b. State in which incorporated.

   6-12-1998 Nevada

5. Identify PUCO Case Number (and date issued) granting operating authority and identify certificate number(s) issued.

   00-315-CT-2CN 10-20-00
   00-1917-TP-Ace 1-17-01

6. State whether respondent is operational in Ohio (actually providing service and the date operations began), or available (but not currently providing service).

   360networks is not Currently
   Providing Service.

7. If operational, identify Ohio counties where respondent is providing service.

   None

8. List the types of services provided by the respondent, e.g., residential voice, business voice, business data, other (specify [illegible] ided).

   None

9. Identify if services are provided by resale (total service resale of local exchange company service) or facilities based (through respondent's own switch or via UNE platform), and names of Ohio counties where each type of service is provided.

   None

10. Identify local exchange companies that respondent has interconnection agreements with to provide service in Ohio.

    None

IMPORTANT CHANGES DURING THE YEAR

Report important changes of the types listed. Except as otherwise indicated data furnished should apply to the same period the report covers. Answers should be numbered in accordance with the inquiries and if "none" states the fact, it should be used. If information which answers an inquiry is given elsewhere in the report, identification of the other answer will be sufficient.

1. Changes in ownership or control (shareholders holding 5% or more of outstanding stock).

   None

2. Other important changes: Give brief particulars of each other important change which is not disclosed elsewhere in this report.

   None

Annual Report of 360networks (USA) inc. 867 Coal Creek Circle, Suite 160 Louisville, CO 80027 Year Ended December 31, 20 04

SCHEDULE: 1

DIRECTORS, PROPRIETORS, PARTNERS

1. Give the name of each director or proprietor. (For partnerships identify each partner, identify which are general or limited partner and show each partner's percent of interest.)

Line No.	Name and Address (City and State) (a)	Served Continuously From (b)	Term Expired or Current Term Will Expire (c)
1			
2	Director / Address / Date Appointed		
3			
4	Gregory Maffei — 867 Coal Creek Circle, Suite 160, Louisville, CO 80027 — 7-12-00		
5			
6			
7			
8	Lin Gentemann — 867 Coal Creek Circle, Suite 160, Louisville, CO 80027 — 11-12-00		
9			
10			
11			
12			
13			
14			
15			

of business organizations, show names of individuals holding

	Officer	Title
16		
17	Gregory Maffei	President
	Lin Gentemann	Secretary
	Chris Mueller	Treasurer
18	Rob Frasene	Sr. VP, Finance
	Patrick Summers	VP, Legal
19	Jayne Hart	VP, HR
20		
21	Treasurer	
22	Controller	

Annual Report of 360networks (USA) inc.
867 Coal Creek Circle, Suite 160
Louisville, CO 80027
Year Ended December 31, 2004

Instructions:

Schedule 2 is used for PUCO annual assessment purposes pursuant to Section 4905.10, RC. The reporting company shall maintain supporting and/or subsidiary records to separately record revenues derived from total operations and from its Ohio intrastate operations. Information presented herein is subject to audit by the PUCO.

The jurisdictional separation of revenues reported in this schedule should conform, to the extent applicable, to the procedures and instructions of CFR 47 Parts 32 and 36.

For interexchange carriers, intrastate refers to messages originating and terminating in Ohio.

For cellular, competitive access, and paging providers, intrastate refers to amounts billed to an Ohio account.

SCHEDULE: 2

STATEMENT OF INTRASTATE GROSS EARNINGS (REVENUE)

Line No.	Item	Amount Ohio Intrastate
1	Operating and Miscellaneous Revenue - Wholesale Cellular Communications, Radio Common Carrier, Directory Revenue, Rent Revenue, Special Billings (revenue from work performed for others, rent revenue-nonoperating, return on regulated investment used to provide nonregulated products and services, etc.)	Ø
2	Other Revenue, Dividend and Interest Income, Gains From Disposition of Property -- Operating and Nonoperating, Other Operating or Nonoperating Gains (foreign currency exchange or transfer, extinguishment of debt, company's share of earnings of affiliated company accounted for on equity method, income from sinking and other funds, etc.)	Ø
3	**SUBTOTAL** **(1) + (2)**	Ø
4	Earnings or receipts from sales to other public utilities for resale	( )
5	**TOTAL** **(3) + (4)**	Ø

Annual Report of 360networks (USA) inc.
867 Coal Creek Circle, Suite 160
Louisville, CO 80027

Year Ended December 31, 2004

SCHEDULE: 3

IN ORDER TO ENSURE THAT PUCO CORRESPONDENCE IS DIRECTED TO THE APPROPRIATE PERSON AT THE CORRECT ADDRESS, PLEASE COMPLETE THE FOLLOWING.

Name, Title, Address, and Phone Number of the Company's Contact Persons to Receive Entries and Orders from the Docketing Division

Name: Charles Forst, Paralegal

Title:

Address: 867 Coal Creek Circle, Suite 160
Louisville, CO 80027

Phone Number (Including Area Code): 303-854-5210

Name, Title, Address, and Phone Number of Person to whom Invoice should be Directed

Name: Charles Forst, Paralegal

Title:

Address: 867 Coal Creek Circle, Suite 160
Louisville, CO 80027

Phone Number (Including Area Code): 303-854-5210

Name and Address of the President

Name: Gregory Maffei

Title: President

Address: 867 Coal Creek Circle, Suite 160
Louisville, CO 80027

Phone Number: 303-854-5000

VERIFICATION

The foregoing report must be verified by the President or Chief Officer of the company. The oath required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

State of Colorado
County of Boulder

Patrick Summers makes oath and says that
(Insert here the name of the affiant.)

he is VP, Legal
(Insert here the official title of deponent)

of 360networks (USA) inc.
(Insert here the exact legal title or name of the respondent.)

that he has examined the foregoing report; that to the best of his knowledge, information, and belief, all statements of fact contained in the said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including Jan 1, 2004, to and including Dec. 31, 2004.

(Signature of affiant.)

360networks (USA) inc.
867 Coal Creek Circle
Suite 160
Louisville, Colorado
80027

(t) 303.854.5000
(f) 303.854.5100
www.360.net

April 8, 2005

360networks

RECEIVED-DOCKETING DIV
2005 APR 11 AM 11:59
PUCO

State of Ohio
Public Utilities Commission
180 East Broad Street
Columbus, OH 43215-3793

Ohio Consumers' Counsel
10 West Broad Street, Ste. 1800
Columbus, OH 43215-3485

Re: Annual Report
360networks (USA) inc.

360networks (USA) inc. hereby submits its Annual Report for the year ended December 31, 2004.

If you have any questions regarding this submittal, you may contact me directly at 303-854-5210.

Respectfully submitted,

Charles Forst
Paralegal