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Via Overnight

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Fax: 407-740-0613  
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Ms. Sharla Dillon, Dockets and Records Director  
Utilities Division  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

DOCKET NO.  
08-00191

RE: Notice of Merger by Global Crossing North American Networks, Inc. and Budget Call Long Distance, Inc.

Dear Ms. Dillon:

Enclosed for filing please find the original and thirteen (13) copies of the Notice of Merger by Global Crossing North American Networks, Inc. and Budget Call Long Distance, Inc. The proposed merger is to take place no later than December 31, 2008.

Neither Global Crossing North American Networks, Inc. nor Budget Call Long Distance, Inc. have presubscribed customers within the state therefore customer notice of the merger as well as a waiver of the Commissions slamming requirements are not necessary.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed stamped envelope.

Any questions you may have regarding this filing may be directed to me at 407-740-3001 or via email to [tforte@tminc.com](mailto:tforte@tminc.com).

Thank you for your assistance with this matter.

Sincerely,

Thomas M. Forte  
Consultant to Global Crossings North American Networks, Inc.

TMF/rg

cc: R. Edward Price - Global Crossings  
file: Global Crossings - TN  
tms: TNi0801

## **NOTICE OF MERGER**

BY

### **GLOBAL CROSSING NORTH AMERICAN NETWORKS, INC. AND BUDGET CALL LONG DISTANCE, INC.**

Global Crossing North American Networks, Inc. ("GC North American") hereby provides notice relating to the planned *pro forma* merger of GC North American into its affiliate Global Crossing Telecommunications, Inc. ("GC Telecommunications"). Upon consummation of the transaction: (1) GC North American will no longer exist and accordingly seeks cancellation of its certificate; (2) a certificated subsidiary of GC North American, Budget Call Long Distance, Inc. ("Budge Call"), will become a wholly owned subsidiary of GC Telecommunications.

#### **I. THE PARTIES**

GC North American is a company organized under the laws of the State of Delaware with its principal office located in New York. The company was certificated to provide facilities-based interexchange long distance service within the State of Tennessee in Case 95-02845 (ID 00113293) on August 23, 1995. GC North American is a wholly owned indirect subsidiary of Global Crossing Limited, a publicly traded (NASD: GLBC) Bermuda corporation with affiliates in the United States and several other countries providing telecommunications services.

Budget Call is a wholly owned subsidiary of GC North American. Budget Call was certificated to provide interexchange telecommunications service in the state of Tennessee in Case 95-02731 (ID 00112247) on August 2, 1995.

GC Telecommunications is a company organized under the laws of the State of Michigan with its principal office located in New York. The Company was certificated to provide resold long distance service within the state of Tennessee in Docket U-84-7325 on September 25, 1985. The company is currently registered to do business in Tennessee as a foreign entity. GC Telecommunications currently offers intrastate toll telecommunications services via resold services. The Company maintains a Tariff for its intrastate services that is currently filed in compliance with Commission requirements.

GC Telecommunications, like GC North American, is a wholly owned indirect subsidiary of Global Crossing Limited, a publicly traded (NASDAQ: GLBC) Bermuda corporation with affiliates in the United States and several other countries providing telecommunications services.

GC Telecommunications has more than sufficient resources to ensure the successful ongoing operations currently maintained by GC North American. The most recent quarterly financial statement of Global Crossing Limited, the parent company of both GC Telecommunications and GC North American, is provided in Exhibit 1.

## **II. THE TRANSACTION**

No later than December 31, 2008, GC North American will be merged into GC Telecommunications. At that time, all of the assets of GC North American will be transferred to GC Telecommunications, including network facilities, employees and management expertise, and GC North America will cease to exist. Accordingly it will no longer require a Certificate of Public Convenience and Necessity and requests that it be canceled. Once the transaction is complete, Budget Call will become a wholly owned subsidiary of GC Telecommunications.

An organization chart illustrating the transaction and ownership of the companies is attached as Exhibit 2.

### **III. MODIFICATION OF CERTIFICATE**

As stated above, GC Telecommunications was certificated as a resale interexchange telecommunications provider within Tennessee in Docket U-84-7325. GC North American was certificated as a facilities-based interexchange telecommunications provider in Case 95-02845. After the closing of this transaction, GC Telecommunications will obtain control over the intrastate facilities previously owned by GC North American. Accordingly, it requests that its certificate, issued in Docket U-84-7325, be modified to include permission to provide the same facilities-based interexchange long distance service as GC North American. Since, as described above, the network assets of GC North American will be transferred to GC Telecommunications, including personnel necessary to operate those facilities, GC Telecommunications will have the technical and managerial expertise necessary to provide facilities-based interexchange long distance service. In addition, since the companies share the same parent company, GC Telecommunications will also have the requisite financial ability to provide high quality telecommunications services in Tennessee after the transaction closes.

### **IV. CUSTOMER IMPACT**

GC North American currently does not have any customers within the State of Tennessee. Therefore no customers will be affected by this change and no customer notice is required.

Customer notice of the change in ownership of Budget Call is also not required. First, and foremost, the change will be completely transparent to customers. Customers will continue to receive the same services at the same rates, terms and conditions as before the merger. There will be no change to Budget Call's filed Tariff, the company name on the customer's bill or the manner in which billing is accomplished. Additionally, Budget Call is a casual calling provider. Accordingly, it does not have a presubscribed customer base to notify.

## **V. CONTACT INFORMATION**

The name and address of the individual who handles regulatory affairs on behalf of GC North American, Budget Call and GC Telecommunications for this filing will be:

R. Edward Price  
Senior Counsel  
Global Crossing Telecommunications, Inc.  
225 Kenneth Drive  
Rochester, New York 14623  
Telephone: (585) 255 - 1227  
Facsimile: (585) 344 - 0201  
Email: ted.price@globalcrossing.com

Correspondence for this filing can also be sent to:

Thomas M. Forte  
Consultant to Global Crossing Telecommunications, Inc.  
c/o Technologies Management, Inc.  
2600 Maitland Center Parkway, Suite 300  
Maitland, FL 32751  
Telephone: (407) 740 - 3001  
Facsimile: (407) 740 - 0613  
Email: tforte@tminc.com

## **VI. TARIFFS**

No Tariff revisions will be required to complete this transaction. GC North American has no customers within Tennessee and there is therefore no reason to transfer any of the products from the GC North American Tariff to the current GC Telecommunications Tariff. As set forth above, the transaction will be transparent to Budget Call customers and no changes are necessary to its Tariff.

STATE OF NEW YORK  
COUNTY OF MONROE

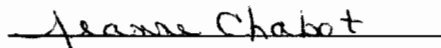
**VERIFICATION**

I, R. Edward Price, hereby declare, under penalty of perjury, that I am Senior Counsel for Global Crossing North American Networks, Inc.; that I am authorized to make this verification on behalf of Global Crossing North American Networks, Inc.; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



R. Edward Price  
Senior Counsel  
Global Crossing North American Networks, Inc.

Sworn to and subscribed before me this 30<sup>th</sup> day of September, 2008.



Notary Public

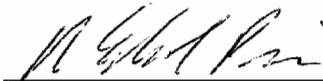
My Commission expires:

JEANNE CHABOT  
Notary Public, State of New York  
No. 01CH6034835  
Qualified in Ontario County  
Commission Expires December 20, 2009

STATE OF NEW YORK  
COUNTY OF MONROE

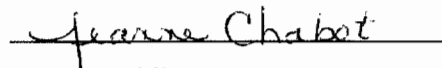
**VERIFICATION**

I, R. Edward Price, hereby declare, under penalty of perjury, that I am Senior Counsel for Global Crossing Telecommunications, Inc.; that I am authorized to make this verification on behalf of Global Crossing Telecommunications, Inc.; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



R. Edward Price  
Senior Counsel  
Global Crossing Telecommunications, Inc.

Sworn to and subscribed before me this 30<sup>th</sup> day of September, 2008.

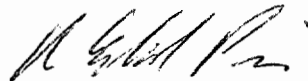
  
Notary Public

My Commission expires:  
JEANNE CHABOT  
Notary Public, State of New York  
No. 01CH6034835  
Qualified in Ontario County  
Commission Expires December 20, 2009

STATE OF NEW YORK  
COUNTY OF MONROE

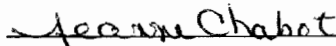
**VERIFICATION**

I, R. Edward Price, hereby declare, under penalty of perjury, that I am Senior Counsel for Budget Call Long Distance, Inc.; that I am authorized to make this verification on behalf of Budget Call Long Distance, Inc.; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



R. Edward Price  
Senior Counsel  
Budget Call Long Distance, Inc.

Sworn to and subscribed before me this 30<sup>th</sup> day of September, 2008.



Notary Public

My Commission expires:

JEANNE CHABOT  
Notary Public, State of New York ·  
No. 01CH6034835  
Qualified in Ontario County  
Commission Expires December 20, 2009



**GLOBAL CROSSING LIMITED**

**EXHIBIT 1**

**FINANCIAL STATEMENT**

Global Crossing Limited and Subsidiaries  
 Unaudited Summary of Consolidated Revenues, Cost of Access, and Adjusted Gross Margin  
 (\$ in millions)

Table 1

	Quarter Ended June 30, 2008				Quarter Ended March 31, 2008				Quarter Ended June 30, 2007						
	GCUK	GC Impact	ROW <sup>1</sup>	Eliminations	Total	GCUK	GC Impact <sup>2</sup>	ROW <sup>1</sup>	Eliminations <sup>3</sup>	Total	GCUK	GC Impact <sup>2</sup>	ROW <sup>1</sup>	Eliminations <sup>3</sup>	Total
Revenues:															
Enterprise, carrier data and indirect channels	\$ 154	\$ 110	\$ 282	\$ -	\$ 546	\$ 150	\$ 104	\$ 263	\$ -	\$ 517	\$ 139	\$ 56	\$ 237	\$ -	\$ 432
Wholesale voice	3	2	101	-	106	3	2	107	-	112	2	1	111	-	114
Other	-	-	1	-	1	-	-	1	-	1	-	-	1	-	1
Intersegment revenue	-	-	-	(4)	-	-	-	-	(3)	-	-	-	-	-	-
Consolidated revenues	\$ 157	\$ 112	\$ 385	\$ (4)	\$ 653	\$ 153	\$ 107	\$ 373	\$ (3)	\$ 630	\$ 143	\$ 58	\$ 350	\$ (2)	\$ 547
Cost of access:															
Enterprise, carrier data and indirect channels	\$ (46)	\$ (23)	\$ (141)	\$ -	\$ (210)	\$ (44)	\$ (24)	\$ (135)	\$ -	\$ (202)	\$ (40)	\$ (13)	\$ (127)	\$ -	\$ (180)
Wholesale voice	(2)	(2)	(90)	-	(94)	(2)	(2)	(92)	-	(96)	(1)	(1)	(99)	-	(101)
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Intersegment cost of access	-	(1)	(2)	3	-	-	(2)	(1)	3	-	-	(1)	-	-	-
Consolidated cost of access	\$ (48)	\$ (28)	\$ (233)	\$ 3	\$ (305)	\$ (46)	\$ (28)	\$ (228)	\$ 3	\$ (299)	\$ (41)	\$ (15)	\$ (226)	\$ 1	\$ (281)
Adjusted Gross Margin:															
Enterprise, carrier data and indirect channels	\$ 108	\$ 85	\$ 141	\$ -	\$ 334	\$ 106	\$ 80	\$ 128	\$ -	\$ 314	\$ 99	\$ 43	\$ 110	\$ -	\$ 252
Wholesale voice	1	-	11	-	12	1	-	15	-	16	1	-	12	-	13
Other	-	-	1	-	1	-	-	1	-	1	-	-	1	-	1
Intersegment adjusted gross margin	-	-	-	(1)	-	-	(1)	-	-	-	-	-	-	-	-
Consolidated adjusted gross margin	\$ 109	\$ 87	\$ 152	\$ (1)	\$ 347	\$ 107	\$ 79	\$ 145	\$ -	\$ 331	\$ 100	\$ 43	\$ 124	\$ (1)	\$ 266

<sup>1</sup>Rest of World (ROW) represents operations of Global Crossing Limited and subsidiaries excluding Global Crossing (UK) Telecommunications Ltd. and subsidiaries (GCUK) and GC Impact Holdings 1 Plc and subsidiaries (GC Impact).

In May 2008, Global Crossing Limited transferred its GC Brazil operations from the ROW Segment to the GC Impact Segment. Since the transfer it between entities under common control, the Company has retrospectively restated GC Impact's results to include GC Brazil operations and removed GC Brazil from ROW for all periods presented.

On May 9, 2007, Global Crossing announced that it had acquired Impact Fiber Networks Inc. (Impact), and since that date Impact's results have been consolidated into Global Crossing's results as part of GC Impact.

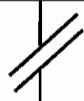
Definition: Adjusted gross margin is revenue minus cost of access. See Table 4 for the reconciliation of adjusted gross margin to gross margin.

**GLOBAL CROSSING TELECOMMUNICATIONS, INC.**

**EXHIBIT 2**

**ILLUSTRATION OF TRANSACTION AND ORGANIZATIONAL CHART**

Global Crossing Limited



Global Crossing North  
America, Inc.



ALC Communications  
Corporation



Global Crossing  
North American  
Networks, Inc.

--->  
Merge

Global Crossing  
Telecommunications,  
Inc.



Budget Call  
Long Distance,  
Inc.

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