



November 13, 2008
Via Overnight and Email

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

RE: Notice of Merger by Global Crossing North American Networks, Inc. and Budget
Call Long Distance, Inc.
Docket No. 08-00191

Dear Ms. Dillon:

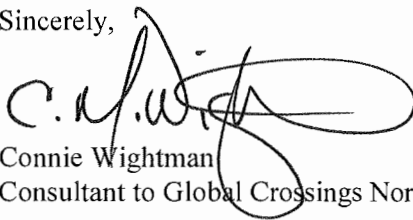
Enclosed please find the original and four (4) copies of the response to the Merger Data Request submitted on behalf of Global Crossing North American Networks, Inc. and Budget Call Long Distance, Inc. This response is being submitted confidentially in a separate envelope.

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 407-740-3002 or via email to cwightman@tminc.com.

Thank you for your assistance with this matter.

Sincerely,



Connie Wightman
Consultant to Global Crossings North American Networks, Inc.

CMW/rg

cc: R. Edward Price - Global Crossings
file: Global Crossings - TN
tms: TNi0801c

Response of
Global Crossing Telecommunications, Inc.
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- 1. Have the applicants filed similar applications or notices in other states? If so, provide a listing of states and action taken.**

The company has filed or plans to file application or notices in all states where required. States vary on how companies must notify the Commission of proposed mergers. Some states require that the Company file information prior to the anticipated merger while others want notification after the merger has been consummated. Attachment I to this filing provides a brief overview of the status of the merger filings in all states.

- 2. Given the description of the transaction in the Notice, indicate whether FCC approval is required for any portion of the transaction. If so, have the applicants filed an application or notice with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of the application has been established by the FCC, provide such with your response.**

The FCC does not require prior approval for internal corporate reorganizations per Section 63.03 and 63.24 of the Commission's Rules (C.F.R. 47 §63.03 and §63.24). A pro forma filing will be made with the Commission within 30 days of the consummation of the merger.

- 3. Verify that Global Crossing Telecommunications, Inc. will provide service only within the confines of its existing certification as a reseller of interexchange telecommunications services after the merger.**

After the merger, the Global Crossing Telecommunications, Inc. wants to assume the full scope of authority now granted to Global Crossing North American Networks, Inc. As stated in the filing: "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."

- 4. Indicate whether Global Crossing North American Networks, Inc. currently owns and operates network facilities in Tennessee.**

GC North American currently holds an indefeasible right of use in a fiber optic cable that is owned by Qwest Communications and runs over a railroad right of way in Tennessee. There are two points of presence and two amplifier sites in Tennessee where Global Crossing leases facilities from Qwest as part of the operation of the cable.

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5. Provide a copy of the merger agreement between Global Crossing Telecommunications, Inc. and Global Crossing North American Networks, Inc.

This is an internal corporate reorganization only. No merger agreement has been created. Only Secretary of State filings canceling Global Crossing North American Networks, Inc. and updating Budget Call Long Distance, Inc.'s ownership will be prepared. All other changes will be internal bookkeeping entries.

6. Discuss whether the requested merger is in the public interest.

This merger is an internal corporate restructuring only, with no effect on customers' rates, terms or conditions of service. The merger will serve to reduce costs and increase efficiencies for the Global Crossing entities, thus helping the remaining Global Crossing Telecommunications, Inc. entity compete more effectively in the market.

Global Crossing North American Networks, Inc.

Attachment 1

Docket No. 08-00191

Global Crossing North American Networks, Inc. Merger Status for all states

State	Mailing Date	Status
Alabama	10/2/2008	Pending
Alaska	11/10/2008	Pending
Arizona	10/8/2008	Pending
Arkansas	10/2/2008	Pending
California	10/13/2008	Pending
Colorado	10/13/2008	Pending
Connecticut	10/2/2008	Pending
Delaware	10/3/2008	Pending
Florida	10/2/2008	Pending
Georgia	10/2/2008	Pending
Hawaii	10/3/2008	Pending
Idaho	10/2/2008	Pending
Illinois	11/10/2008	Pending
Indiana	10/8/2008	Pending
Iowa	10/2/2008	Pending
Kansas	10/2/2008	Pending
Kentucky	10/2/2008	Pending
Louisiana	10/2/2008	Pending
Maine	10/2/2008	Pending
Maryland	11/10/2008	Pending
Massachusetts	10/2/2008	Pending
Michigan	10/3/2008	Pending
Minnesota	11/10/2008	Pending
Mississippi	11/10/2008	Pending
Missouri	11/10/2008	Pending
Montana	10/3/2008	Pending
Nebraska	11/10/2008	Pending
Nevada	10/3/2008	Pending
New Hampshire	10/13/2008	Pending
New Jersey	11/10/2008	Pending
New Mexico	10/3/2008	Pending
New York	10/2/2008	Pending
North Carolina	11/10/2008	Pending
North Dakota	10/3/2008	Pending
Ohio	11/10/2008	Pending
Oklahoma	10/3/2008	Pending
Oregon	11/10/2008	Pending
Pennsylvania	10/8/2008	Pending
Rhode Island	11/10/2008	Pending
South Carolina	10/3/2008	Pending
South Dakota	11/10/2008	Pending
Tennessee	10/3/2008	Pending
Texas	11/10/2008	Pending
Utah	10/3/2008	Pending
Vermont	10/3/2008	Pending
Virginia	11/10/2008	Pending
Washington	10/3/2008	Pending
West Virginia	11/10/2008	Pending
Wisconsin	11/10/2008	Pending
Wyoming	10/3/2008	Pending

Confidential and Proprietary. Not for public disclosure without prior written authorization.