

BEFORE THE TENNESSEE REGULATORY AUTHORITY AT

NASHVILLE, TENNESSEE

July 22, 2010

IN RE:

PETITION FOR MERGER AND CANCELLATION OF
CERTIFICATE BY GLOBAL CROSSING NORTH
AMERICAN NETWORKS, INC. INTO GLOBAL
CROSSING TELECOMMUNICATIONS, INC.

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DOCKET NO.
10-00048

ORDER APPROVING *PRO FORMA* MERGER

This matter came before Chairman Sara Kyle, Director Kenneth C. Hill, and Director Mary W. Freeman of the Tennessee Regulatory Authority (the “Authority” or “TRA”), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on June 7, 2010 for consideration of the *Petition for Merger and Cancellation of Certificate by Global Crossing North American Networks, Inc. into Global Crossing Telecommunications, Inc.* (“*Petition*”) filed on March 31, 2010 by Global Crossing North American Networks, Inc. (“GC NAN”) and Global Crossing Telecommunications, Inc (“GCTI”) (together, “Petitioners”). The Petitioners seek approval of the planned *pro forma* merger of GC NAN into its affiliate GCTI.

GCTI is a Michigan corporation and wholly-owned indirect subsidiary of Global Crossing Unlimited that currently provides resold interstate toll telecommunications services. In Tennessee, GCTI is authorized to provide long distance services pursuant to an Order issued by the Tennessee Public Service Commission (“TPSC”) on September 25, 1985 in Docket No. U-84-7325.

GC NAN is a Michigan corporation authorized to provide interexchange long distance service in Tennessee pursuant to an Order issued by TPSC on August 23, 1995 in Case No. 95-

02845. Like GCTI, GC NAN is a wholly-owned indirect subsidiary of Global Crossing Limited and a publically traded Bermuda corporation with affiliates in the United States and several other countries providing telecommunications services. GC NAN does not provide retail telecommunications services.

THE PETITION

According to the *Petition*, on or about September 30, 2010, GC NAN will be merged into GCTI. At that time, all of the assets of GC NAN will be transferred to GCTI, and GC NAN will cease to exist. Accordingly, GC NAN requests cancellation of its certification and tariff effective upon the date of consummation of the merger as notified to the Authority.

FINDINGS AND CONCLUSIONS

Tenn. Code Ann. § 65-4-112 (2004) applies to the transaction described in the *Petition* because it involves the merger of certain assets between Tennessee certificated public utilities. Tenn. Code Ann. § 65-4-112 (2004) states:


No lease of its property, rights, or franchises, by any such public utility, and no merger or consolidation of its property, rights and franchises by any such public utility with the property, rights and franchises of any other such public utility of like character shall be valid until approved by the authority, even though power to take such action has been conferred on such public utility by the state of Tennessee or by any political subdivision of the state.

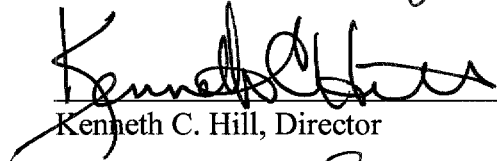
After finding that the proposed *pro forma* merger is in the public interest because it is an internal corporate reorganization that will reduce costs and provide enhanced efficiencies for the surviving Global Crossing entities, the panel voted unanimously to: (1) approve the *pro forma* merger described in the *Petition* pursuant to T.C.A. § 65-4-112 (2004) and (2) approve the request of GC NAN to cancel its certificate of convenience and necessity, effective upon notice to the Authority that the transaction has been completed.

IT IS THEREFORE ORDERED THAT:

1. The *pro forma* merger as described in the *Petition for Merger and Cancellation of Certificate by Global Crossing North American Networks, Inc. into Global Crossing Telecommunications, Inc.* and discussed herein is approved.

2. Global Crossing North American Networks, Inc.'s Certificate of Public Convenience and Necessity is cancelled effective upon notice to the Tennessee Regulatory Authority that the transaction has been completed.


Sara Kyle, Chairman


Kenneth C. Hill, Director


Mary W. Freeman, Director