

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

In the Matters of

GLOBAL CROSSING LIMITED,
Transferor,

LEVEL 3 COMMUNICATIONS, INC.,
Transferee,

and

GLOBAL CROSSING AMERICAS SOLUTIONS, INC.,
GLOBAL CROSSING BANDWIDTH, INC.,
GLOBAL CROSSING LOCAL SERVICES, INC.,
GLOBAL CROSSING NORTH AMERICA, INC., and
GLOBAL CROSSING TELECOMMUNICATIONS, INC.,
Authorization Holders,

Application for Consent to Transfer Control
of Authority to Provide Global Facilities-
Based and Global Resale International
Telecommunications Services and of Domestic
Common Carrier Transmission Lines, Pursuant
to Section 214 of the Communications Act of
1934, as Amended

IB Docket No. 11-78

**CONSOLIDATED APPLICATION —
STREAMLINED PROCESSING REQUESTED**

Pursuant to 47 U.S.C. § 214 and 47 C.F.R. §§ 63.04 and 63.24(e), Global Crossing Limited (“GCL”) (FRN No. 0015528094) and Level 3 Communications, Inc. (“Level 3 Parent”) (FRN No. 0005868732), request that the Commission consent to the transfer of control to Level 3 Parent of GCL subsidiaries holding international Section 214 authority and/or relying on the blanket domestic Section 214 authorization in 47 C.F.R. § 63.01 (collectively, with GCL and Level 3 Parent, “Applicants”). Level 3 Parent and its special-purpose subsidiary, Apollo Amalgamation Sub, Ltd. (“Amalgamation Sub”), have entered into an agreement to acquire GCL

through an amalgamation under Bermuda law (“Proposed Transaction”), resulting in GCL’s businesses being wholly owned and controlled by Level 3 Parent.¹

Level 3 Parent’s acquisition of GCL and its licensee subsidiaries will further serve the public interest, convenience, and necessity by offering customers an expanded suite of services—globally-delivered transport, Internet protocol-based, data, content delivery, data center, collocation, and voice services—and more extensive geographic reach in North America, Latin America, Europe, and Asia with a combination of intercity and metro networks and undersea cable facilities. The acquisition will enhance growth opportunities by combining Level 3 Parent’s premier position with wholesale and content customers with GCL’s expertise serving national and multinational corporations and carrier customers. The acquisition will also join two competitive and complementary providers and greatly strengthen their ability to compete with larger competitors, such as AT&T and Verizon Business.

The Proposed Transaction will also return GCL and its businesses to U.S. management control and predominantly U.S. ownership—an outcome the Applicants expect will simplify arrangements with the national security and Team Telecom agencies. Whereas GCL is currently majority-owned and controlled by Singapore Technologies Telemedia Pte Ltd (“ST Telemedia”), a Singaporean investment holding company, consummation of the Proposed Transaction will

¹ Concurrent with this application, the Applicants and their affiliates have filed applications to transfer control to Level 3 Parent of the cable landing licenses and non-common-carrier satellite earth station authorizations of GCL’s U.S. operating subsidiaries. Level 3 Parent has also filed a petition for declaratory ruling pursuant to 47 U.S.C. § 310(b)(4). Although neither GCL nor any of its subsidiaries currently holds any Title III radio licenses (much less common-carrier, aeronautical, or broadcast licenses), Level 3 Parent’s subsidiary, TelCove FWL, Inc., continues to hold numerous LMDS and 39 GHz licenses, while its subsidiary Vyvx, LLC, continues to hold numerous common-carrier satellite earth station authorizations. Because consummation of the Proposed Transaction will increase aggregate foreign ownership in Level 3 Parent, TelCove FWL, Inc., and Vyvx, LLC, Level 3 Parent has petitioned the Commission to find that Level 3 Parent’s proposed aggregate indirect foreign ownership would serve the public interest.

result in ST Telemedia holding an indirect interest in Level 3 Parent—initially, approximately 24.47 percent, and not to exceed 34.5 percent, absent written consent by a majority of Level 3 Parent’s board of directors (excluding directors designated by ST Telemedia)—with a defined number of seats on Level 3 Parent’s board.

The Proposed Transaction raises no public-interest concerns that would warrant an extended review or transaction-specific conditions for consent. Indeed, this consolidated application qualifies for presumptive streamlined processing under 47 C.F.R. §§ 63.03(b)(2)(i) and 63.12, and the Applicants therefore request such treatment. The Applicants anticipate consummating the Proposed Transaction by August 2011.

I. BACKGROUND

A. Parties to the Proposed Transaction

1. Transferor-Related Entities

a. Global Crossing Limited (“GCL”)

GCL is a global telecommunications company. It is organized as a Bermuda exempted limited-liability company with its principal executive offices in Hamilton, Bermuda, and its principal administrative offices in Florham Park, New Jersey. GCL is a publicly-traded company listed on NASDAQ (symbol: GLBC). Through its subsidiaries, GCL owns and operates a global Internet Protocol (“IP”)-based fiber optic network directly connecting more than 300 cities in 30 countries. GCL uses this network to provide telecommunications services and data and IP-based services to corporations, government agencies, and telecommunications carriers. GCL’s U.S. operating subsidiaries hold numerous Commission authorizations for international telecommunications services, undersea cable facilities, and non-common-carrier satellite earth stations, and some of them rely on blanket authority to provide domestic

telecommunications services.² Exhibit A to this application shows the organizational structure of GCL’s relevant U.S. operating subsidiaries. GCL is currently majority-owned and controlled by ST Telemedia, as shown in Exhibit B to this application. Following the consummation of the Proposed Transaction, GCL will be amalgamated with Amalgamation Sub and continue as Level 3 GC Limited—itself a wholly-owned, direct subsidiary of Level 3 Parent.

b. ST Telemedia

ST Telemedia is a Singapore investment holding company, with investments in various information communications companies. It is organized as a private limited company under the laws of the Republic of Singapore. Following receipt of U.S. Government and other approvals, including Commission consents, ST Telemedia acquired control of GCL in December 2003.³ Through STT Crossing Ltd (“STT Crossing”) and another intermediate holding company, ST Telemedia indirectly holds a majority interest in GCL of approximately 59.9 percent. ST Telemedia is wholly owned by Temasek Holdings (Private) Limited (“Temasek”), a Singapore-based investment holding company which in turn is wholly owned by the Government of Singapore through the Minister for Finance.⁴

² GCL’s operating subsidiaries no longer hold any Commission wireless licenses.

³ *Global Crossing Ltd. (Debtor in Possession), Transferor, and GC Acquisition Limited, Transferee, Applications for Consent to Transfer Control of Various FCC Licenses*, Order and Authorization, 18 FCC Rcd. 20,301, 20,346-47 (IB, WCB, and WTB 2003) (“*GCL Transfer Order*”); *see also International Authorizations Granted*, Public Notice, 22 FCC Rcd. 12,888, 12,889 (2007) (approving increase in ST Telemedia’s indirect ownership from 61.5 percent as authorized in the *GCL Transfer Order* to 66.25 percent).

⁴ Temasek also holds a majority interest in Singapore Telecommunications Limited (“SingTel”), the principal provider of domestic and international telecommunications services in Singapore. Although Temasek holds a majority interest in each of ST Telemedia and SingTel, ST Telemedia and SingTel are legally separate entities and operate independently of each other, with only arms-length dealings between them.

c. STT Crossing

STT Crossing is a holding company organized as a Mauritius private limited company. At present, STT Crossing directly holds a majority interest in GCL of approximately 59.9 percent. Following the consummation of the Proposed Transaction, STT Crossing will become a minority shareholder of Level 3 Parent. STT Crossing has entered into a Stockholder Rights Agreement with Level 3 Parent (specifying its rights and limiting its ability to make share acquisitions, as explained further below) and a voting agreement (whereby STT Crossing has agreed, subject to certain limited exceptions, to vote its GCL shares in favor of the amalgamation of GCL and Amalgamation Sub as contemplated in the Amalgamation Agreement).

2. Authorization Holders

a. Global Crossing Americas Solutions, Inc. (“GCAS”)

GCAS (FRN No. 0003755709) is principally a provider of international private-line voice, data, video, and business telecommunications services between the United States and Latin America and an incidental provider of interstate interexchange services. GCAS is a Delaware corporation with its principal executive offices in Miami, Florida. GCAS holds international Section 214 authority from the Commission and relies on blanket domestic Section 214 authority granted in 47 C.F.R. § 63.01. It is also a joint cable landing licensee for the Americas-II undersea cable system, in which it owns a 0.04115-percent voting-and-equity interest. GCAS is a wholly-owned, indirect subsidiary of GCL. Following the consummation of the Proposed Transaction, GCAS will be a wholly-owned, indirect subsidiary of Level 3 Parent.

b. Global Crossing Bandwidth, Inc. (“GCBI”)

GCBI (FRN No. 0003733094) is principally a provider of domestic interexchange services. GCBI is a California corporation with its principal executive offices in Rochester, New

York. GCBI relies on blanket domestic Section 214 authority granted in 47 C.F.R. § 63.01 and on the international Section 214 authorization of its parent, Global Crossing North America, Inc. (“GCNA”), pursuant to 47 C.F.R. § 63.21(h). It is a wholly-owned, indirect subsidiary of GCL. Following the consummation of the Proposed Transaction, GCBI will be a wholly-owned, indirect subsidiary of Level 3 Parent.

c. Global Crossing Local Services, Inc. (“GCLS”)

GCLS (FRN No. 0003733144) is principally a provider of competitive access and competitive local exchange services. GCLS is a Michigan corporation with its principal executive offices in Rochester, New York. GCLS relies on blanket domestic Section 214 authority granted in 47 C.F.R. § 63.01. It is a wholly-owned, indirect subsidiary of GCL. Following the consummation of the Proposed Transaction, GCLS will be a wholly-owned, indirect subsidiary of Level 3 Parent.

d. Global Crossing North America, Inc. (“GCNA”)

GCNA (FRN No. 0007039811) is a holding company. It is a New York corporation with its principal executive offices in Rochester, New York. GCNA holds international Section 214 authority from the Commission. It is a wholly-owned, indirect subsidiary of GCL. Following the consummation of the Proposed Transaction, GCNA will be a wholly-owned, indirect subsidiary of Level 3 Parent.

e. Global Crossing Telecommunications, Inc. (“GCTI”)

GCTI (FRN No. 0002850519) is principally a provider of toll resale and facilities-based services. GCTI is a Michigan corporation with its principal executive offices in Rochester, New York. GCTI relies on blanket domestic Section 214 authority granted in 47 C.F.R. § 63.01 and on the international Section 214 authorization of its parent, GCNA, pursuant to 47 C.F.R.

§ 63.21(h). It is a wholly-owned, indirect subsidiary of GCL. Following the consummation of the Proposed Transaction, GCTI will be a wholly-owned, indirect subsidiary of Level 3 Parent.

3. Transferee Entities

a. Level 3 Parent

Level 3 Parent is a global telecommunications and information services company. It is a Delaware corporation headquartered in Broomfield, Colorado. Through its operating subsidiaries, Level 3 Parent offers a wide range of communications services over its extensive broadband fiber-optic network in North America, Europe, and Asia, including IP-based services, broadband transport, collocation services, and patented Softswitch-based managed modem and voice services. Level 3's operating subsidiaries hold numerous Commission authorizations for international telecommunications services, undersea cable facilities, satellite earth stations, and terrestrial wireless facilities, and they rely on blanket authority to provide domestic telecommunications services. Exhibit C to this application shows the organizational structure of Level 3 Parent's relevant U.S. operating subsidiaries. Level 3 is a publicly-traded company listed on NASDAQ (symbol: LVLT). Exhibit D to this application shows Level 3 Parent's current ownership.

b. Amalgamation Sub

Amalgamation Sub is a Bermuda exempted limited-liability company established by Level 3 for the purpose of amalgamating with GCL. It has no operations and owns no infrastructure. Amalgamation Sub is a wholly-owned, direct subsidiary of Level 3 Parent. Following the consummation of the Proposed Transaction, Amalgamation Sub will be amalgamated with GCL into Level 3 GC Limited, itself a wholly-owned, direct subsidiary of Level 3 Parent.

c. Level 3 GC Limited

Level 3 GC Limited will be a Bermuda exempted limited-liability company established as a consequence of the amalgamation of GCL and Amalgamation Sub. The assets and liabilities of GCL and Amalgamation Sub—as described above—will become those of Level 3 GC Limited.

B. The Proposed Transaction

On April 10, 2011, GCL, Level 3 Parent, and Amalgamation Sub executed an Agreement and Plan of Amalgamation (“Amalgamation Agreement”) whereby GCL and Amalgamation Sub will, following the receipt of necessary stockholder and regulatory approvals, amalgamate pursuant to the Companies Act 1981 of Bermuda (“Companies Act”) and continue their existence as a single company, to be known as Level 3 GC Limited. An amalgamation under Bermuda law differs from a merger under the corporate laws of a U.S. state (*e.g.*, Delaware) in that there is no surviving corporation. Instead, the assets and liabilities of the amalgamating companies (here, GCL and Amalgamation Sub) become those of the amalgamated company (here, Level 3 GC Limited), and the certificate of amalgamation is equivalent to the certificate of incorporation of the amalgamated entity.

Pursuant to the Amalgamation Agreement, all GCL common shares and convertible preferred shares (excluding shares held by dissenting shareholders) will be cancelled and cease to exist. As consideration, existing shareholders of GCL (excluding dissenting shareholders) will receive shares in Level 3 Parent from an Exchange Fund established pursuant to the Amalgamation Agreement, with each GCL common or convertible preferred share to be exchanged for 16 shares of Level 3 Parent common stock. The shares of dissenting shareholders will be cancelled, and dissenting shareholders will receive the right to payment of fair value

pursuant to the Companies Act. As a consequence of the Proposed Transaction, Level 3 GC Limited will be a wholly-owned, direct subsidiary of Level 3 Parent, as shown in Exhibit E to this application.

Based on Level 3 Parent's closing stock price on April 8, 2011, the Proposed Transaction is valued at \$23.04 for each GCL common share. Taken with GCL's net debt of approximately \$1.1 billion, consideration for the Proposed Transaction is valued at \$3.0 billion.

A Stockholder Rights Agreement by and between Level 3 Parent and STT Crossing, executed simultaneously with the Amalgamation Agreement, limits ST Telemedia's ability to make any share acquisitions unless, after giving effect to such share acquisitions, ST Telemedia's interest in Level 3 Parent is less than 34.5 percent, absent written consent by a majority of Level 3 Parent's board of directors (excluding directors designated by STT Crossing). The Stockholder Rights Agreement also grants to STT Crossing the right to designate a set number of directors on Level 3 Parent's board of directors as of closing, depending on the overall size of the board at closing. STT Crossing will have the right to designate 3 directors for a board of 13 or fewer members, 4 directors for a board of 14 to 16 members, and 5 directors for a board of 17 or more members. Thereafter, STT Crossing has the right to nominate such number of designees to the board that is proportionate to its shareholding in Level 3. By contrast, STT Crossing currently has the right to appoint 8 of the 10 directors on GCL's board.

II. MARKET ANALYSIS

A. Local Exchange and Exchange Access Services

The Proposed Transaction will have a negligible impact on any participant's share of the local-exchange and exchange-access market segments, as the operating subsidiaries of GCL and Level 3 Parent are small participants in the local-exchange and exchange-access markets, where

they compete with unaffiliated dominant local exchange carriers (“LECs”), as well as many other unaffiliated non-dominant competitive LECs, in their respective geographic markets. In 2010, nationwide local (including local exchange and exchange access) revenues totaled approximately \$112 billion.⁵ Based on the total local telecommunications revenues reported by GCL’s operating subsidiaries on Form 499-A (covering 2010 revenues), the GCL operating subsidiaries’ local telecommunications revenues (*i.e.*, from local exchange and exchange access services) accounted for less than 0.000016 percent of all 2010 nationwide local telecommunications revenues.⁶

Level 3 Parent’s operating subsidiaries are also small participants in the local-exchange and exchange-access markets, and they also compete with unaffiliated dominant incumbent LECs and unaffiliated non-dominant competitive LECs in those LECs’ respective geographic markets. Based on the total local telecommunications revenues reported by Level 3 Parent’s principal U.S. operating subsidiary, Level 3 Communications, LLC (“Level 3 LLC”) on its Form 499-A (covering 2010 revenues), Level 3 LLC’s local telecommunications revenues (*i.e.*, from local exchange and exchange access services) accounted for far less than 0.01 percent of all 2010 nationwide local telecommunications services revenues.⁷

⁵ FCC, QUARTERLY ROLL-UPS OF FCC FORM 499-Q FILINGS AS OF FEBRUARY 1, 2011 (“2010 Q4 ROLL-UP REPORT”) (showing nationwide local services revenues of \$27.636 billion for Q4 2010), *available at* www.fcc.gov/Bureaus/Common_Carrier/Reports/FCC-State_Link/IAD/quarterly_roll-upsasof020111.pdf; FCC, QUARTERLY ROLL-UPS OF FCC FORM 499-Q FILINGS MAY 2001 THROUGH NOVEMBER 2010 (“2001-2010 ROLL-UP REPORT”) (showing nationwide local services revenues of \$28.293 billion for Q1 2010, \$28.231 billion for Q2 2010, \$27.771 billion for Q3 2010, and \$27.636 billion for Q4 2010), *available at* www.fcc.gov/Bureaus/Common_Carrier/Reports/FCC-State_Link/IAD/quarterly_roll-upsasof110110.pdf.

⁶ See Global Crossing Telemanagement, Inc. and Global Crossing Local Services, Inc. 2011 Form 499-A; 2010 Q4 ROLL-UP REPORT; 2001-2010 ROLL-UP REPORT.

⁷ Level 3 Communications, LLC, 2011 Form 499-A; 2010 Q4 ROLL-UP REPORT; 2001-2010 ROLL-UP REPORT.

Thus, the Proposed Transaction will have a negligible impact on the local-exchange and exchange-access markets, particularly given the presence of dominant incumbent LECs. Even the combined revenues of the operating subsidiaries of GCL and Level 3 Parent in those services total less than one one-hundredth of a percent of nationwide total revenues in those segments. Following the consummation of the Proposed Transaction, these entities will continue to compete—and compete more effectively—with dominant and competitive LECs in those LECs’ regions.

B. Interstate Interexchange Services

The Proposed Transaction will have a negligible impact on any participant’s share of the interstate interexchange market segment, as the operating subsidiaries of GCL and Level 3 Parent are insignificant participants in the market for interstate interexchange services. In 2008—the most recent year for which Commission toll revenue data are publicly available—total nationwide interstate toll revenues from both sales to other carriers as well as sales to end users was \$29.7 billion.⁸ GCL’s operating subsidiaries reported combined interstate toll revenues totaling less than 3 percent of nationwide interstate toll revenues.⁹ Similarly, Level 3 LLC reported interstate toll revenues totaling less than 5 percent of nationwide interstate toll revenues.¹⁰ Thus, the combined interexchange revenues would amount to less than 7 percent of total industry-wide interstate toll revenues. Neither GCL nor Level 3 Parent nor any affiliate of GCL or Level 3 Parent is regulated as dominant for the provision of any domestic service.

⁸ TELECOMMUNICATIONS INDUSTRY REVENUES 2008, Tbl. 7 (providing nationwide 2008 data).

⁹ See *id.*; Global Crossing Telecommunications, Inc. 2010 Form 499-A.

¹⁰ See TELECOMMUNICATIONS INDUSTRY REVENUES 2008, Tbl. 7; Level 3 Communications, LLC 2011 Form 499-A.

C. Facilities-Based International Telecommunications Services

The Proposed Transaction will have a negligible impact on any participant's share of the international telecommunications services market.¹¹ Neither the subsidiaries of Level 3 nor the subsidiaries of GCL are major participants in the U.S. markets for international pure resale or facilities-based services. For pure resale (*i.e.*, International Message Telephone Resale Service), Level 3 LLC's billed revenues were \$170,603,005 (representing 2.305-percent market share) in 2009, whereas the combined billed revenues of GCNA, GCTI, and GCBI were \$52,342,611 (representing 0.707-percent market share) in 2009.¹² Similarly, for facilities-based and facilities-resale services, Level 3 LLC's billed revenues were \$23,694,779 (representing 0.004-percent market share) in 2009, whereas GCNA's billed revenues were \$18,963,125 (representing 0.003-percent market share) in 2009.¹³

Neither Level 3 Parent nor any of its subsidiaries is presently regulated as dominant on any international route. GCL and its U.S. operating subsidiaries providing international telecommunications services are presently regulated as dominant only on the U.S.-Laos and U.S.-Singapore routes. As a consequence of the Proposed Transaction, as described in part III(*l*) below, neither Level 3 Parent nor any of its post-consummation subsidiaries will have an affiliation with a foreign carrier with market power sufficient to affect competition adversely in

¹¹ The Applicants have explained in their separately filed application seeking consent to the transfer of control of certain cable landing licenses that the Proposed Transaction creates no new combinations that would adversely affect competition in any geographic market for undersea cable capacity. The Applicants hereby incorporate that discussion by reference.

¹² FCC, 2009 International Telecommunications Data, Pure Resale Services, at 9, 12 Tbl. D (April 2011), available at www.fcc.gov/Daily_Releases/Daily_Business/2011/db0408/DOC-305657A1.pdf.

¹³ *Id.* at 42 Tbl. 6.

the U.S. market, and the Applicants have therefore requested non-dominant treatment on all international routes and made the necessary showings to support that request.

III. INFORMATION REQUIRED BY 47 C.F.R. § 63.18

Pursuant to 47 C.F.R. § 63.18, the Applicants provide the following information in support of their request for consent to transfer control of the international Section 214 authorizations of GCAS and GCNA to Level 3 Parent:

- (a) The name, address, and telephone number of the transferor and transferee are:

Transferor

GLOBAL CROSSING LIMITED
Wessex House
45 Reid Street
Hamilton HM12
Bermuda
+441 296 8600 tel

Transferee

LEVEL 3 COMMUNICATIONS, INC.
1025 Eldorado Boulevard
Broomfield, Colorado 80021
+1 720 888 2283 tel

Authorization Holders

GLOBAL CROSSING NORTH AMERICA, INC.
225 Kenneth Drive
Rochester, New York 14623
+1 585 255 1100 tel

GLOBAL CROSSING AMERICAS
SOLUTIONS, INC.
701 Waterford Way, Suite 390
Miami, Florida 33126
+1 305 808 5934 tel

- (b) The Applicants' places of organization or incorporation are described in part II.A above.

(c) Correspondence concerning this application should be sent to:

Transferor/Authorization Holders

Paul Kouroupas
Security Officer & Vice President,
Regulatory Affairs
GLOBAL CROSSING LIMITED
200 Park Avenue, Suite 300
Florham Park, New Jersey 07932
+1 973 937 0100 tel

with a copy to:

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LATHAM & WATKINS LLP
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*Counsel for Level 3 Communications, Inc.
and Its Subsidiaries*

(d) GCAS and GCNA each hold international Section 214 authority to provide global facilities-based and global resale services between the United States and international points.¹⁴

Two GCNA subsidiaries currently rely on GCNA's international Section 214 authorization to

¹⁴ See FCC File Nos. ITC-214-19950717-00062 (old File No. ITC-95-434) (granting GCAS authority to provide certain common-carrier services using satellite facilities); ITC-214-19950831-00047 (old File No. ITC-95-485) (granting GCAS authority to provide global resale services pursuant to 47 C.F.R. § 63.18(e)(2)); ITC-214-19970703-00372 (old File No. ITC-97-399) (granting GCAS authority to provide global facilities-based and global resale services pursuant to 47 C.F.R. §§ 63.18(e)(1), (2)); ITC-214-19980430-00286 (old File Nos. ITC-98-342 and -342A) (granting GCAS and other owners joint authority to provide individual facilities-based service on the Americas-II undersea cable system); and ITC-214-19980520-00334 (granting GCNA authority to provide global facilities-based and global resale services pursuant to 47 C.F.R. §§ 63.18(e)(1), (2)).

provide international telecommunications services: GCBI and GCTI.¹⁵ Level 3 LLC holds international Section 214 authority to provide global facilities-based and global resale services between the United States and international points.¹⁶ Another Level 3 Parent subsidiary, Level 3 International, Inc., also holds international Section 214 authority to provide global facilities-based and global resale services between the United States and international points.¹⁷ The Commission has not regulated any of Level 3 Parent's operating subsidiaries as dominant for the provision of any service on any international route.¹⁸ The Commission has regulated GCAS and GCNA as dominant for the provision of international telecommunications services to Laos and Singapore due to affiliations with foreign carriers with market power in those markets.¹⁹ As a

¹⁵ See Letter from Brian W. Murray, Latham & Watkins LLP, to FCC Secretary Marlene H. Dortch, FCC File No. ITC-214-19980520-00334 (Apr. 16, 2010) (notifying the Commission pursuant to 47 C.F.R. § 63.21(h) and surrendering individually-held international Section 214 authorizations of GCBI and GCTI, in addition to two other subsidiaries—Global Crossing North American Networks, Inc. and Budget Call Long Distance, Inc.—that have since ceased to exist).

¹⁶ See FCC File No. ITC-214-19971229-00821 (old File No. ITC-98-016). Other wholly-owned subsidiaries of Level 3, including TelCove Operations, LLC, WiTel Communications, LLC, and Vyvx, LLC rely on Level 3 LLC's international Section 214 authorization pursuant to 47 C.F.R. § 63.21(h). See Letter from Kent D. Bressie, Counsel to Level 3, to FCC Secretary Marlene H. Dortch, FCC File No. ITC-214-19971229-00821 (Jul. 14, 2008).

¹⁷ FCC File No. ITC-214-19981214-00867.

¹⁸ See *id.*

¹⁹ See *GCL Transfer Order*, 18 FCC Rcd. at 20,347 ¶ 62 (classifying International Optical Networks, L.L.C. as dominant on the U.S.-Singapore route); *International Authorizations Granted*, Public Notice, 25 FCC Rcd. 3586, 3587 (2010) (accepting *pro forma* assignment of international Section 214 from International Optical Networks, L.L.C., to Global Crossing North America, Inc., FCC File No. ITC-ASG-20100315-00107); *Foreign Carrier Affiliation Notification*, Public Notice, 25 FCC Rcd. 7449, 7452 (2010) (accepting for filing GCAS's foreign carrier affiliation notification with Lao Telecommunications Company Limited, FCC File No. FCN-NEW-20100203-000013). Although the Commission originally classified GCL's authorized subsidiaries as dominant on the U.S.-Indonesia route, *GCL Transfer Order*, 18 FCC Rcd. at 20,347 ¶ 62, it subsequently reclassified them as non-dominant. See *International Authorizations Granted*, Public Notice, 25 FCC Rcd. 1860, 1863 (2010) (noting termination of affiliation with dominant Indonesian carrier).

consequence of the Proposed Transaction, however, GCAS and GCNA will no longer have foreign affiliations in Laos or Singapore. The Applicants therefore request, pursuant to 47 C.F.R. § 63.10(a)(1), that GCAS, GCNA, and Level 3 LLC be regulated as non-dominant on the U.S.-Laos and U.S.-Singapore routes.²⁰

(e)(3) The Applicants seek Commission consent to transfer control of the international Section 214 authorizations of GCAS and GCNA, as listed in part III(d) above, from GCL to Level 3 Parent.

(f) No response is required.

(g) No response is required.

(h) Upon consummation of the Proposed Transaction, GCAS and GCNA will be wholly-owned, indirect subsidiaries of Level 3 Parent, as described in parts II.A and II.B above, and have the following ten-percent-or-greater direct or indirect interest holders:

Global Crossing North American Holdings, Inc. (“GCNAH”)

Address: 225 Kenneth Drive, Rochester, New York 14623-4277

Citizenship: Delaware, USA

Principal Business: holding company

Relationship: 100 percent owner of GCNA

Global Crossing Holdings Limited (“GCHL”)

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda

Citizenship: Bermuda

Principal Business: holding company

Relationship: owns 100 percent of GCNAH

Level 3 GC Limited

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda

Citizenship: Bermuda

Principal Business: holding company

Relationship: owns 100 percent of GCHL

²⁰ See 47 C.F.R. § 63.10(a)(1) (stating that “[a] U.S. carrier that has no affiliation with, and that itself is not, a foreign carrier in a particular country to which it provides service (i.e., a destination country) shall presumptively be considered non-dominant for the provision of international communications services on that route”).

Level 3 Communications, Inc. (“Level 3 Parent”)

Address: 1025 Eldorado Blvd., Broomfield, Colorado 80021

Citizenship: Delaware, USA

Principal Business: telecommunications

Relationship: owns 100 percent of Level 3 GC Limited

Southeastern Asset Management, Inc. (“SAM”)

Address: 6410 Poplar Avenue, Suite 900, Memphis, Tennessee 38119

Citizenship: Tennessee, USA

Principal Business: investment advisory services

Relationship/Interest: SAM holds sole or shared voting rights for 17.37 percent of outstanding shares of Level 3 Parent that are otherwise owned by other entities for whom SAM acts as an investment advisor. None of SAM’s owners holds a ten-percent-or-greater direct or indirect interest in Level 3 Parent.

STT Crossing Ltd (“STT Crossing”)

Address: 10 Frere Felix de Valois Street, Port Louis, Mauritius

Citizenship: Mauritius

Principal Business: holding company

Relationship: owns approximately 24.47 percent of Level 3 Parent

STT Communications Ltd (“STT Communications”)

Address: 51 Cuppage Road #09-01, StarHub Centre, Singapore 229469

Citizenship: Singapore

Principal Business: information communications

Relationship: owns 100 percent of STT Crossing

Singapore Technologies Telemedia Pte Ltd (“ST Telemedia”)

Address: 51 Cuppage Road #09-01, StarHub Centre, Singapore 229469

Citizenship: Singapore

Principal Business: investment holding company

Relationship: owns 100 percent of STT Communications

Temasek Holdings (Private) Limited (“Temasek”)

Address: 60B Orchard Road #06-18, The Atrium@Orchard, Singapore 238891

Citizenship: Singapore

Principal Business: investment holding company

Relationship: owns 100 percent of ST Telemedia

Temasek is wholly owned by the Government of Singapore through the Minister for Finance.

GCHL will continue to hold its interest in GCAS through the following intermediate companies:

Impsat Fiber Networks, Inc.

Address: Elvira Rawson de Dellepiane, 150 Piso 8, C1107 BCA, Buenos Aires, Argentina

Citizenship: Delaware

Principal Business: holding company

Relationship: owns 100 percent of GCAS

GC Impsat Holdings II Ltd.

Address: 10 Fleet Place, 7th Floor, London EC4M 7RB, England

Citizenship: United Kingdom

Principal Business: holding company

Relationship: owns 100 percent of Impsat Fiber Networks, Inc.

GC Impsat Holdings I Ltd.

Address: 10 Fleet Place, 7th Floor, London EC4M 7RB, England

Citizenship: United Kingdom

Principal Business: holding company

Relationship: owns 100 percent of GC Impsat Holdings II Ltd.

GC Impsat Holdings Nederlands B.V.

Address: 10 Fleet Place, 7th Floor, London EC4M 7RB, England

Citizenship: Netherlands

Principal Business: holding company

Relationship: owns 100 percent of GC Impsat Holdings I Plc

Global Crossing Holdings Limited (“GCHL”)

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda

Citizenship: Bermuda

Principal Business: holding company

Relationship: owns 100 percent of GC Impsat Holdings Nederlands B.V.

Following the consummation of the Proposed Transaction, Level 3 Parent will have the following interlocking directorates with foreign carriers:

- Jeffrey K. Storey, who is President and Chief Operating Officer of Level 3 Parent, is also a Director of Level 3 Communications Canada Co.
- Robert M. Yates, who is Senior Vice President, Assistant Chief Legal Officer, and Assistant Secretary of Level 3 Parent, is also a Director of Level 3 Communications (Austria) Limited (Austria); a Director of Level 3 Communications S.A. (Belgium); a Director of Level 3 Communications EOOD (Bulgaria); a Director of Level 3

Communications Canada Co. (Canada); a Director of Level 3 Communications (Denmark) Limited (Denmark); a Director of Level 3 Communications S.A.S. (France); a Director of Level 3 Communications GmbH (Germany); a Director of Level 3 Communications Limited (Ireland); a Director of Level 3 Communications (Ireland) Limited (Ireland); a Director of Level 3 Communications SrL (Italy); a Director of Level 3 Communications K.K. (Japan); a Director of Level 3 Communications S.a.r.l. (Luxembourg); a Director of Level 3 Communications B.V. (the Netherlands); a Director of Level 3 Communications S.R.L. (Romania); a Director of Level 3 Communications SLU (Spain); a Director of Level 3 Communications AB (Sweden); Director of Level 3 Communications Limited (United Kingdom); and a Director of Level 3 Communications (Servecast) Limited (United Kingdom).

(i) By the signature below, Level 3 Parent certifies that it is not a foreign carrier and that it is affiliated with foreign carriers in Austria, Belgium, Bulgaria, Canada, the Czech Republic, Denmark, Finland, France, Germany, Hungary, Ireland, Italy, Japan, Luxembourg, the Netherlands, Norway, Poland, Romania, Slovakia, Spain, Sweden, Switzerland, and the United Kingdom. Following consummation of the Proposed Transaction, Level 3 Parent will also be affiliated with foreign carriers in Argentina, Australia, Brazil, Chile, Colombia, Costa Rica, Ecuador, Hong Kong, Hungary, Mexico, Norway, Panama, Peru, Singapore, Turkey, Ukraine, Uruguay, and Venezuela. As a consequence of the Proposed Transaction, Level 3 Parent will not become affiliated with entities controlled by ST Telemedia or SingTel (both of which are majority-owned by Temasek), as ST Telemedia is not expected to own directly or indirectly more than 25 percent of the capital stock of, or control, Level 3 Parent; those entities thus are expected to fall outside the definition of “affiliate” in 47 C.F.R. § 63.09(e). Should ST

Telemedia's indirect interests in Level 3 Parent exceed that threshold, as permitted under the Stockholder Rights Agreement between STT Crossing and Level 3 Parent (subject to the restrictions noted above), GCAS, GCNA, and other subsidiaries of Level 3 Parent holding international Section 214 authority would notify the Commission as required by 47 C.F.R. § 63.11.

(j) By the signature below, Level 3 Parent certifies that it seeks to provide international telecommunications services between the United States and the destination countries listed in Paragraph (i) above in which Level 3 Parent controls a foreign carrier (see Table 1 below), or will do so following the consummation of the Proposed Transaction (see Table 2 below).

Table 1: Level 3 Parent Foreign Affiliates

Destination Country	Foreign Affiliate(s)
Austria	Vienna branch office of Level 3 Communications (Austria) Limited
Belgium	Level 3 Communications S.A.
Bulgaria	Level 3 Communications EOOD
Canada	Level 3 Communications Canada Co.
Czech Republic	Level 3 Communications s.r.o.
Denmark	Hellerup branch office of Level 3 Communications (Denmark) Limited
Finland	Level 3 Communications Oy
France	Level 3 Communications S.A.S.
Germany	Level 3 Communications GmbH
Hungary	Level 3 Communications Távközlési Korlátolt Felelősségű Társaság
Ireland	Level 3 Communications Limited
	Level 3 Communications (Ireland) Limited
Italy	Level 3 Communications Srl
Japan	Level 3 Communications K.K. ²¹
Luxembourg	Level 3 Communications S.a.r.l.
The Netherlands	Level 3 Communications B.V.
Norway	Oslo branch office of Level 3 Communications AB
Poland	Warsaw branch office of Level 3 Communications GmbH
Romania	Level 3 Communications S.R.L.
Slovakia	Level 3 Communications spol. s.r.o.
Spain	Level 3 Communications SLU
Sweden	Level 3 Communications AB
Switzerland	Level 3 Communications AG
United Kingdom	Level 3 Communications Limited
	Level 3 Communications (Servecast) Limited

²¹ This affiliation was previously notified to the Commission under the name WiTel Communications K.K. See FCC File No. FCN-NEW-20060124-00004. The entity has since changed its name.

Table 2: Entities Controlled by GCL and Its Affiliates

Destination Country	Foreign Affiliate(s)
Argentina	GC SAC Argentina S.R.L.
	Global Crossing Argentina S.A.
Australia	Global Crossing Australia Pty. Limited
Austria	Global Crossing PEC Österreich GmbH
Belgium	Global Crossing Belgie b.v.b.a
Brazil	Global Crossing Comunicacoes do Ltda.
Canada	Global Crossing Telecommunications Canada Ltd.
Chile	Global Crossing Chile S.A.
Colombia	Global Crossing Colombia S.A.
Costa Rica	Global Crossing Costa Rica S.R.L.
Czech Republic	Global Crossing PEC Czech s.r.o.
Denmark	Global Crossing PEC Danmark ApS
Ecuador	Global Crossing Comunicaciones Ecuador S.A.
France	GC Pan European Crossing France s.a.r.l.
Germany	Global Crossing PEC Deutschland GmbH
Hong Kong	Global Crossing Hong Kong Limited
Ireland	Global Crossing Ireland Limited
Italy	Global Crossing PEC Italia s.r.l.
Japan	Global Crossing Japan K.K.
Mexico	Global Crossing Landing Mexicana S. de R.L.
The Netherlands	Global Crossing PEC Nederland B.V.
Norway	GC Pan European Crossing Norge As
Panama	Global Crossing Panama Inc.
	PAC Panama Ltd. (Bermuda) (Panamá Branch)
	SAC Panamá S.A.
Peru	Global Crossing Peru S.A.
	SAC Peru S.R.L.
	Telecom Infrastructure Hardware S.R.L.
Singapore	Global Crossing Singapore Pte. Ltd.
Spain	Global Crossing PEC España S.A.
Sweden	Global Crossing Sverige A.B.
Switzerland	Global Crossing PEC Switzerland GmbH
Turkey	Global Crossing PEC Telekomünikasyon Hizmetleri Limited Şirketi
Ukraine	Global Crossing PEC Ukraine LLC
United Kingdom	Global Crossing (UK) Telecommunications Limited
Uruguay	GC SAC Argentina S.R.L. (Uruguay Branch)
Venezuela	Global Crossing Venezuela B.V.
	Global Crossing Venezuela S.A.

(k) The destination foreign countries listed in Paragraph (i) above are all WTO Members.²²

(l) On routes between the United States and the foreign countries identified in Paragraph (i) above, the foreign carrier affiliates identified in Tables 1 and 2 above each satisfy the requirement of 47 C.F.R. § 63.10(a)(3).²³ These foreign-carrier affiliates each hold significantly less than a 50-percent market share in the international transport and local access markets in its respective country. Moreover, none of these foreign-carrier affiliates has any ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in its respective international market. None of these foreign-carrier affiliates appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.²⁴ Accordingly, these foreign-carrier affiliates are each presumed to lack sufficient market power on the international end of the route to affect competition adversely in the U.S. market.

(m) Level 3 Parent's post-consummation operating subsidiaries qualify for non-dominant status for all foreign routes based upon the information set forth in Paragraph (l) above. As noted in part III(d) above, Level 3 LLC, GCAS, and GCNA seek non-dominant classification on the U.S.-Laos and U.S.-Singapore routes due to an absence of affiliation with a foreign carrier with market power in either of those markets.

²² See World Trade Organization, *Members and Observers* (as of July 23, 2008), available at http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm.

²³ See 47 C.F.R. § 63.10(a)(3).

²⁴ See *International Bureau Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, 22 FCC Rcd. 945 (Int'l Bur. 2007) ("Presumed Market Power List").

(n) By the signature below, Level 3 Parent certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into any such agreements in the future.

(o) By the signature below, Level 3 Parent certifies that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.²⁵

(p) The Applicants seek streamlined processing of this request for consent to transfer control of the international Section 214 authorizations of GCAS and GCNA pursuant to 47 C.F.R. § 63.12 because: (1) the destination markets of the foreign-carrier affiliates listed in Tables 1 and 2 above are all WTO Member countries, as demonstrated in (l) above, and the foreign-carrier affiliates listed in Tables 1 and 2 above each lack sufficient market power to affect competition adversely in the U.S. market, and (2) neither Level 3 Parent nor GCL is affiliated with a dominant U.S. carrier.

²⁵ See 21 U.S.C. § 862(a). Public Law 100-690, title V, Section 5301 (Nov. 18, 1988), 102 Stat. 4310, which related to denial of Federal benefits to drug traffickers and possessors—previously codified at 21 U.S.C. § 853(a)—was renumbered Section 421 of the Controlled Substances Act by Public Law 101-647, title X, Section 1002(d)(1) (Nov. 29, 1990), 104 Stat. 4827, and has been recodified as 21 U.S.C. § 862(a). 47 C.F.R. § 63.18(o) does not reflect this recodification.

IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.04 OF THE COMMISSION'S RULES

The Applicants submit the following information, pursuant to 47 C.F.R. § 63.04, in support of their request for consent to transfer control to Level 3 Parent of the domestic common-carrier transmission lines of GCAS, GCBI, GCLS, and GCTI:

(a)(1) See response to part III(a) above for the names, addresses, and telephone numbers of the Applicants.

(a)(2) See response to part I.A above for the state laws under which GCAS, GCBI, GCLS, GCTI, and Level 3 Parent are organized.

(a)(3) See response to part III(c) above for the contact information to whom correspondence concerning this application should be addressed.

(a)(4) See response to part III(h) above for a list of persons or entities that directly or indirectly own at least 10 percent of the equity of Level 3 Parent, and the percentage of equity owned by each of those entities.

(a)(5) By the attached signature, Level 3 Parent certifies that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

(a)(6) The Applicants set forth a complete description of the Proposed Transaction in part I.B above.

(a)(7) GCAS, GCBI, GCLS, and GCTI each provide domestic interstate, intrastate, and local exchange service and international telecommunications and information services in 50 states and the District of Columbia, as described in part I.A above. Level 3 Parent's operating subsidiaries provide domestic interstate, intrastate, and local exchange services throughout the United States, as well as international telecommunications and

information services throughout the United States. To the extent Level 3 Parent's operating subsidiaries offer domestic interstate common carrier services (including private line services), they do so pursuant to their blanket domestic Section 214 authorization under 47 C.F.R. § 63.01.

(a)(8) The request for consent to transfer control to Level 3 Parent of the domestic common-carrier transmission lines of GCAS, GCBI, GCLS, and GCTI qualifies for presumptive streamlined processing pursuant to 47 C.F.R. § 63.03(b)(2)(i) because the Proposed Transaction will not create any acquisition-specific effects in any local-exchange, exchange access, or interexchange market. Following consummation of the Proposed Transaction, Level 3 Parent's operating subsidiaries will continue to have an aggregate market share in the interstate interexchange market of less than ten percent.²⁶ Although Level 3 Parent's operating subsidiaries provide exchange access services in the areas served by GCAS, GCBI, GCLS, and/or GCTI, the geographic areas in which Level 3 Parent and GCAS, GCBI, GCLS, or GCTI each provide such services are served by a dominant LEC that is not a party to the Proposed Transaction.²⁷ Neither GCL nor Level 3 Parent or any of their affiliates or subsidiaries is regulated as dominant with respect to any domestic service.²⁸

(a)(9) Concurrent with the request in part III of this application, the Applicants have applied for Commission consent to transfer control of the international Section 214 authorizations of GCAS and GCNA to Level 3 Parent. They and/or their affiliates have also applied for Commission consent to transfer control of cable landing licenses and non-common-carrier satellite earth station authorizations presently controlled by GCL.

²⁶ See 47 C.F.R. § 63.03(b)(2).

²⁷ See *id.*

²⁸ See *id.*, § 63.03(b)(2)(i).

(a)(10) The Applicants request expedited consideration of this application to allow for consummation of the Proposed Transaction by August 2011.

(a)(11) The Applicants have not filed any waiver requests in conjunction with this transaction.

(a)(12) The Proposed Transaction will yield affirmative public interest benefits. Level 3 Parent's acquisition of GCL will allow the combined company to offer customers an expanded suite of services, including globally-delivered transport, Internet protocol-based, data, content delivery, data center, collocation, and voice services. It will also provide the combined company with greater geographic reach in North America, Latin America, Europe, and Asia, with a combination of intercity and metro networks and undersea cable facilities. These combined service portfolios and distribution channels will allow the combined company to better address the needs of enterprises, content providers, carriers, and governments.

The acquisition will enhance growth opportunities by combining Level 3 Parent's premier position with wholesale and content customers with GCL's expertise serving national and multinational corporations as well as carrier customers. The acquisition will also join two competitive and complementary providers and greatly strengthen their ability to compete with larger competitors in the U.S. market, particularly AT&T and Verizon Business.

Consummation of the Proposed Transaction is expected to improve Level 3's credit profile and significantly strengthen its balance sheet. Level 3 also expects its improved cash flow will permit further domestic and international network expansion.

The Applicants expect the return of GCL and its businesses to U.S. management control and predominantly U.S. ownership as a consequence of the Proposed Transaction will simplify arrangements with the national security and Team Telecom agencies. ST Telemedia's majority

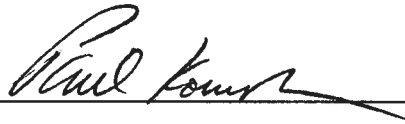
interest (through STT Crossing) in GCL will be replaced by a minority interest initially of approximately 24.47 percent in Level 3 Parent and not to exceed 34.5 percent absent written consent by a majority of Level 3 Parent's directors (excluding directors designated by ST Telemedia). ST Telemedia's right to appoint (through STT Crossing) directors to GCL's board of directors (8 out of 10 seats) will be replaced by the right to designate to Level 3 Parent's board 3, 4, or 5 seats as of closing of the Proposed Transaction, depending on whether the board has fewer than 13, 14-16, or 17 or more directors, respectively, as of closing of the Proposed Transaction. Thereafter, ST Telemedia shall have the right to nominate (through STT Crossing) such number of directors to Level 3 Parent's board that is proportional to the shareholding in Level 3 Parent. The Proposed Transaction raises no public-interest concerns that would warrant an extended review or transaction-specific conditions for consent.

CONCLUSION

The Applicants respectfully request that the Commission grant this application for consent to transfer control to Level 3 Parent of the international Section 214 authorizations and domestic common-carrier transmission lines of GCL's operating subsidiaries.

Respectfully submitted,

GLOBAL CROSSING LIMITED

A handwritten signature in black ink, appearing to read "Paul Kouroupas", is written over a horizontal line.

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*Counsel for Level 3 Communications, Inc.
and Its Subsidiaries*

12 May 2011

Attachments

LIST OF EXHIBITS

- | | |
|-------------------|---|
| Exhibit A: | Organizational Structure of Global Crossing Limited's Relevant U.S. Operating Subsidiaries |
| Exhibit B: | Pre-Consummation Ownership of Global Crossing Limited |
| Exhibit C: | Organizational Structure of the Relevant U.S. Operating Subsidiaries of Level 3 Communications, Inc. |
| Exhibit D: | Pre-Consummation Ownership of Level 3 Communications, Inc. |
| Exhibit E: | Post-Consummation Ownership of Level 3 Communications, Inc. |

Exhibit A:

Global Crossing Limited and Its Relevant U.S. Operating Subsidiaries

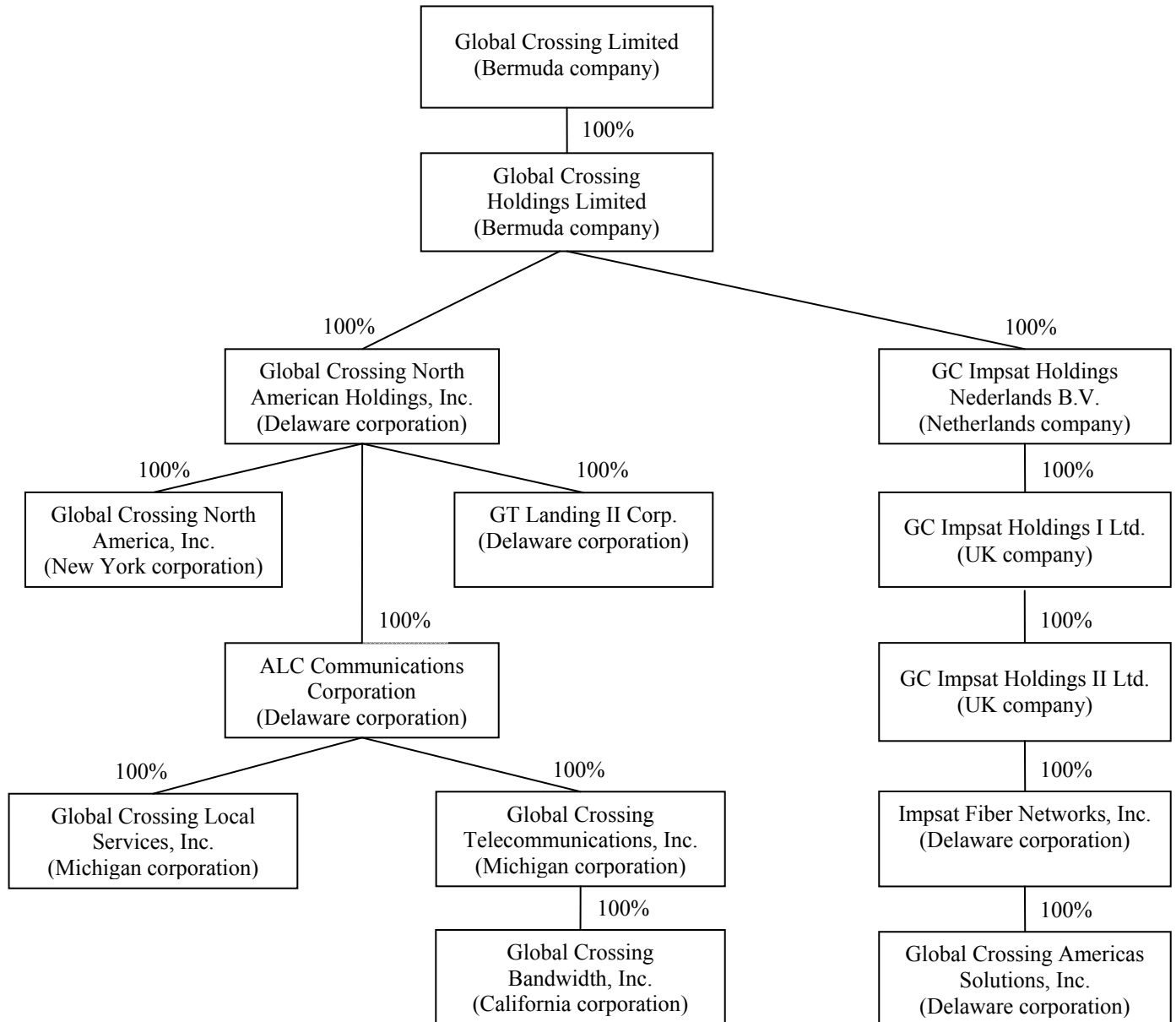


Exhibit B:

Pre-Consummation Ownership of Global Crossing Limited

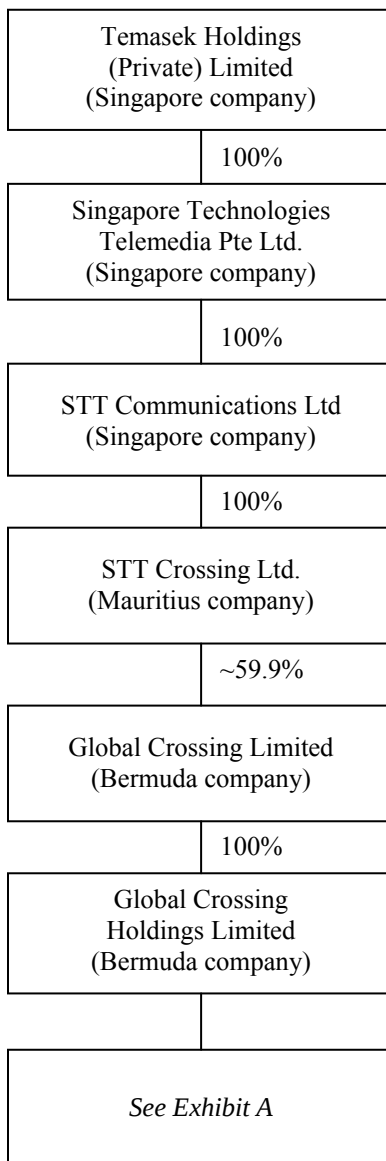


Exhibit C:

Level 3 Communications Inc. and Its Relevant U.S. Operating Subsidiaries

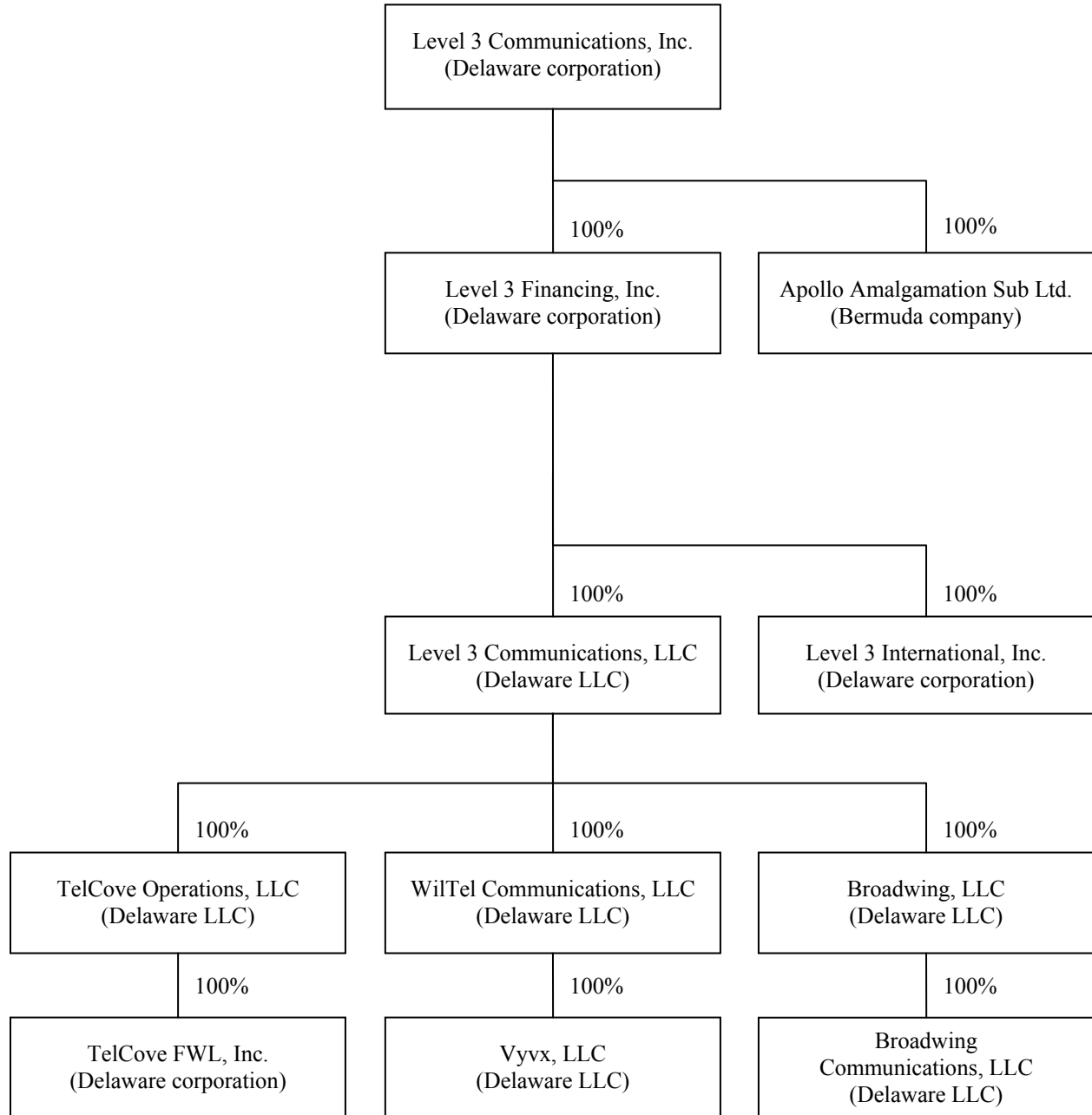


Exhibit D:

Pre-Consummation Ownership of Level 3 Communications, Inc.

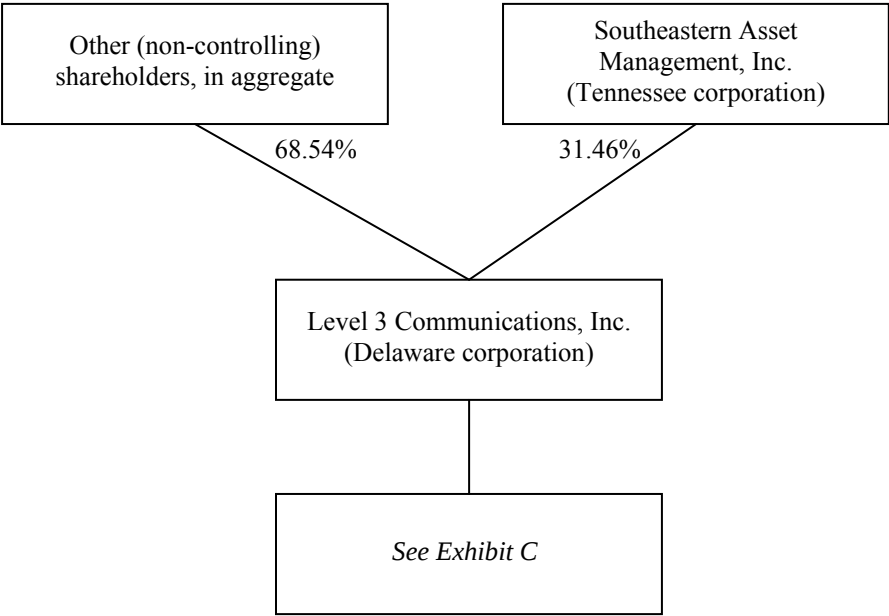


Exhibit E:

Post-Consummation Ownership of Level 3 Communications, Inc.

