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Docket No. 11-00204

December 2, 2011

Via Overnight Courier and Electronic Mail

Chairman Mary W. Freeman
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243
sharla.dillon@tn.gov

Re: Joint Petition of Level 3 Communications, LLC, Broadwing Communications, LLC, WilTel Communications, LLC, TelCove Operations, LLC, Global Crossing Telecommunications, Inc. and Global Crossing Local Services, Inc. for Approval to Participate in a Financing Arrangements

Dear Ms. Dillon:

On behalf of Level 3 Communications, LLC, Broadwing Communications, LLC, WilTel Communications, LLC, TelCove Operations, LLC, Global Crossing Telecommunications, Inc. and Global Crossing Local Services, Inc. (collectively "Petitioners"), enclosed please find an original and four (4) copies of the above-referenced Petition for filing with the Commission. Also enclosed is a check in the amount of \$150.00 to cover the requisite filing fee. A copy of this filing in PDF format is also being submitted via electronic mail.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact Jeffrey Strenkowski at 202-373-6002.

Respectfully submitted,



Catherine Wang
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Counsel for Petitioners

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**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

Verified Joint Petition of)
)
)

Level 3 Communications, LLC,)
Broadwing Communications, LLC,)
WilTel Communications, LLC,)
TelCove Operations, LLC)
Global Crossing Telecommunications, Inc., and)
Global Crossing Local Services, Inc.)
)

Docket No. _____

For Approval to Enter Into)
Certain Financing Arrangements)
_____)

VERIFIED JOINT PETITION

Level 3 Communications, LLC (“Level 3 LLC”), Broadwing Communications, LLC (“Broadwing”), WilTel Communications, LLC (“WilTel”), TelCove Operations, LLC (“TelCove”), Global Crossing Telecommunications, Inc. (“GC Telecommunications”) and Global Crossing Local Services, Inc. (“GC Local”) (collectively the “Petitioners”), through their undersigned counsel, submit this Petition pursuant to Sections 65-4-109 of the Tennessee Code (the “Code”) and any other provisions of the Code or regulations deemed applicable. Petitioners herein request Tennessee Regulatory Authority (“Authority” or “TRA”) approval, or such authority as may be necessary or required, to enable the Petitioners to participate in certain new financing arrangements as further described herein (the “Financing”).

In support of this Petition, the Petitioners state:

I. DESCRIPTION OF THE PETITIONERS

Level 3 Communications, Inc. (“Level 3”) is a publicly traded (NYSE: LVLT) Delaware corporation with principal offices located at 1025 Eldorado Boulevard, Broomfield, CO 80021. Level 3 provides high-quality voice and data services to carriers, ISPs, and other business

customers over its IP-based network through its wholly owned indirect subsidiaries, including the Petitioners. The Petitioners are non-dominant carriers that are authorized to provide resold and/or facilities-based telecommunications services nationwide pursuant to certification, registration or tariff requirements, or on a deregulated basis.

In Tennessee, the Petitioners hold the following authorizations:

1. Level 3 LLC is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to certificates granted by the Authority in Docket No. 98-00610 on November 24, 1998, as amended in Docket No. 02-00230 on June 28, 2002.
2. Broadwing is authorized to provide intrastate interexchange telecommunications services pursuant to authority granted by the Authority in Docket No. 03-00240, July 3, 2003.
3. TelCove is authorized to provide local exchange and interexchange telecommunications services pursuant to authority granted in Docket No. 98-00732, as amended by Docket Nos. 00-00271 and 03-00458.
4. WilTel is authorized to provide facilities-based and resold local exchange, interexchange, exchange access telecommunications services and operator services pursuant to authority issued in Docket No. 99-00398 on October 13, 1999, and Docket No. 99-00034 on April 6, 1999.
5. GC Telecommunications is authorized to provide interexchange telecommunications services pursuant to authority granted in Docket U-84-7325 on September 25, 1985.

6. GC Local is authorized to provide intrastate telecommunications services pursuant to authority granted Docket No. 99-00120 on November 18, 1999.

The Petitioners are also authorized by the Federal Communications Commission (“FCC”) to provide international and domestic interstate services as non-dominant carriers. For the Commission’s convenience, a chart demonstrating the corporate organization of the Petitioners and their affiliates is attached hereto as Exhibit A.

II. DESCRIPTION OF THE FINANCING TRANSACTION

Level 3 Financing, Inc. (“Level 3 Financing”), a wholly owned unregulated non-carrier subsidiary of Level 3, has entered into a \$550 million term loan with a maturity of up to seven (7) years (the “Term Loan”). Level 3 Financing has lent the net proceeds it received to its subsidiary, Level 3 LLC, in return for an intercompany demand note. The Petitioners will pledge their assets and act as guarantors in support of the \$550 million Term Loan.

Petitioners emphasize that their participation in the Financing as guarantors will not result in a change in their ownership or in their day-to-day operations. The proceeds from the Term Loan will be used for working capital and for other permissible general corporate purposes. The Petitioners expect the Financing to further enable the Petitioners to bring services to new markets and allow more consumers to benefit from their competitive services. Accordingly, and to the extent required, Petitioners request that the Commission approve their participation in the financing arrangements described herein.

IV. PUBLIC INTEREST CONSIDERATIONS

Petitioners submit that the Financing transaction described herein will serve the public interest. The terms of the Term Loan are the same as the terms of the Tranche B II loan that the Commission determined was in the public interest and for which it granted approval earlier this

year.¹ Petitioners expect that the transaction will be conducted in a manner that will be largely transparent to their customers, and will not result in a change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the Financing, Petitioners will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

The public interest will also be served by expeditious consideration and approval of the transaction. For various important business, tax and financial reasons, Petitioners require that the approval of the Financing be obtained as quickly as possible. Delay in the regulatory approval process – and thus in the ability of the Petitioners to move forward promptly with completing all elements of the Financing – risks creating uncertainty and competitive harm. In particular, the competitive telecommunications marketplace continues to be a very challenging business environment. The proposed transaction is aimed at strengthening the competitive position of the Petitioners, and therefore, delay in the regulatory approval process prevents the parties from realizing the certainty of the capital acquisition associated with the Financing described herein.

V. CONTACT INFORMATION

For the purposes of this Petition, contacts for the Petitioners are as follows:

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¹ See Order issued in Docket No. 11-00054 on October 5, 2011.

and:

Richard E. Thayer
Senior Counsel
Level 3 Communications, Inc.
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Broomfield, CO 80021
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V. CONCLUSION

For the reasons stated above, Petitioners respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Petition for the transactions.

Respectfully submitted,



By: _____

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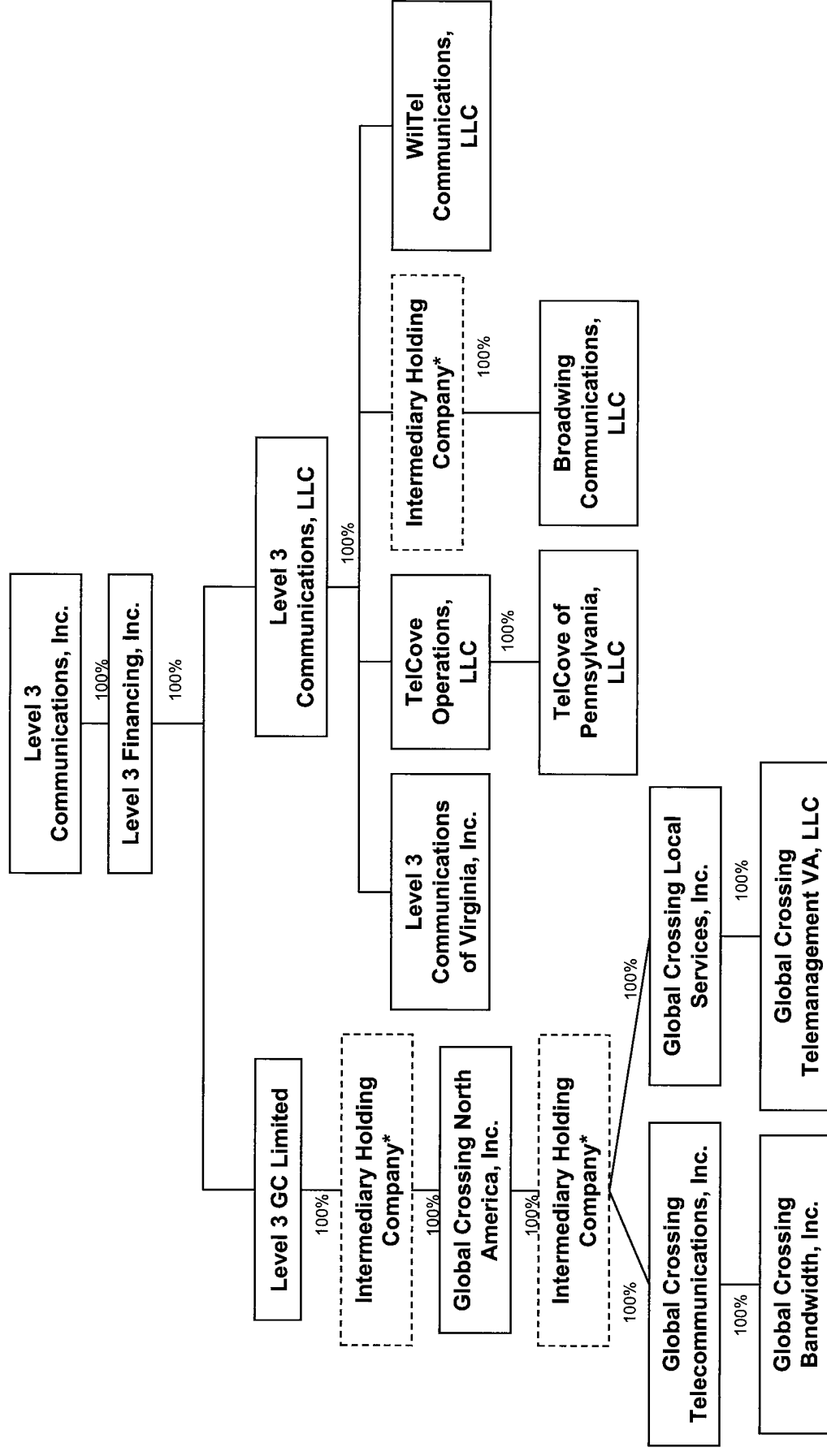
Counsel for the Petitioners

Dated: December 2, 2011

Exhibit A

Organizational Charts

Level 3 Corporate Structure



*Intermediary holding companies omitted for purposes of clarity--none are certificated telecommunications service providers. Broadwing Communications, LLC is 100% *indirectly* owned by Level 3 Communications, LLC. Level 3 Communications of Virginia, Inc., Telcove Operations, LLC and WiTel Communications, LLC are each 100% *directly* held by Level 3 Communications, LLC.

Verification

VERIFICATION

STATE OF COLORADO

§

§

COUNTY OF BROOMFIELD

§

I, Richard E. Thayer, state that I am Senior Counsel for Level 3 Communications, LLC; that I am authorized to make this Verification on behalf of Level 3 Communications, LLC and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.



Name: Richard E. Thayer

Title: Senior Counsel

Level 3 Communications, LLC

SWORN TO AND SUBSCRIBED before me on the 21st day of November, 2011.


Notary Public

My commission expires: 11/16/13

