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December 7, 2011

Via Overnight Courier and Electronic Mail

Chairman Kenneth C. Hill
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 Enter into Certain Financing Arrangements

Dear Chairman Hill:

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 Authority. 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 the undersigned.

Respectfully submitted,



Catherine Wang
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Jeffrey Strenkowski

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 Section 65-4-109 of the Tennessee Code. Petitioners herein request Tennessee Regulatory Authority (“TRA”) approval, or such authority as may be necessary or required, authorizing the Petitioners to participate in certain financing arrangements made in connection with the issuance of certain Senior Notes as previously approved by the TRA,¹ and as further described herein (the “Financing”).²

In support of this Petition, the Petitioners state:

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

² Petitioners note that they have recently filed a separate petition to participate in certain financing arrangements concerning a new term loan. See Docket No. 11-00204. The term loan transaction is wholly unrelated to the senior notes arrangement discussed herein, with debt being held by different parties, and subject to different timing, terms and conditions. Petitioners have therefore sought separate TRA review and approval of these two transactions.

I. DESCRIPTION OF THE PETITIONERS

Level 3 Communications, Inc. (“Level 3”) is a publicly traded (NYSE: LVL) 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 authority granted by the TRA 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 TRA in Docket No. 03-00240 on July 2, 2003.
3. TelCove is authorized to provide local exchange and interexchange telecommunications services pursuant to authority granted by the TRA 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 granted by the TRA in Docket No. 99-0398 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 by the TRA in Docket No. U-84-7325 on September 25, 1985.

6. GC Local is authorized to provide intrastate telecommunications services pursuant to authority granted by the TRA in 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 TRA’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

On June 6, 2011, the TRA approved a petition filed by the Petitioners seeking, among other things, approval of certain transactions whereby: 1) Level 3 Financing, Inc. (“Level 3 Financing”), a wholly owned unregulated non-carrier subsidiary of Level 3, would issue \$1.1 billion in Senior Notes in a private placement, 2) for Level 3 Financing to lend the net proceeds of the issuance to its subsidiary, Level 3 LLC, in return for an intercompany demand note, and for Level 3 LLC to in turn lend the net proceeds to Level 3 GC Limited in return for an intercompany demand note, and 3) for the Petitioners to act as guarantors for the issued Senior Notes.³ When the issuance was undertaken by Level 3 Financing, the market conditions were more favorable than initially anticipated and at the time of the issuance, it became clear that the market would support a larger note issuance than originally planned. Accordingly, for important financial and business reasons, Level 3 Financing completed an issuance of \$1.2 billion in Senior Notes. Petitioners

³

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

herein request authority, to the extent necessary, to act as guarantors for the full amount of the Senior Note issuance, which is \$100 million more than initially anticipated.

Petitioners emphasize that all of the terms of the financing arrangement remain otherwise unchanged from the Senior Note transaction earlier reviewed by the TRA and determined to be in the public interest. Further, the Petitioners re-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 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 TRA approve their participation in the additional \$100 million Senior Note financing arrangements (for a total of \$1.2 billion) as described herein.

III. PUBLIC INTEREST CONSIDERATIONS

The Financing transaction described herein will serve the public interest. Petitioners submit that the TRA has already approved their participation in the Senior Note issuance. 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.

IV. CONTACT INFORMATION

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

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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.

Respectfully submitted,

By: 
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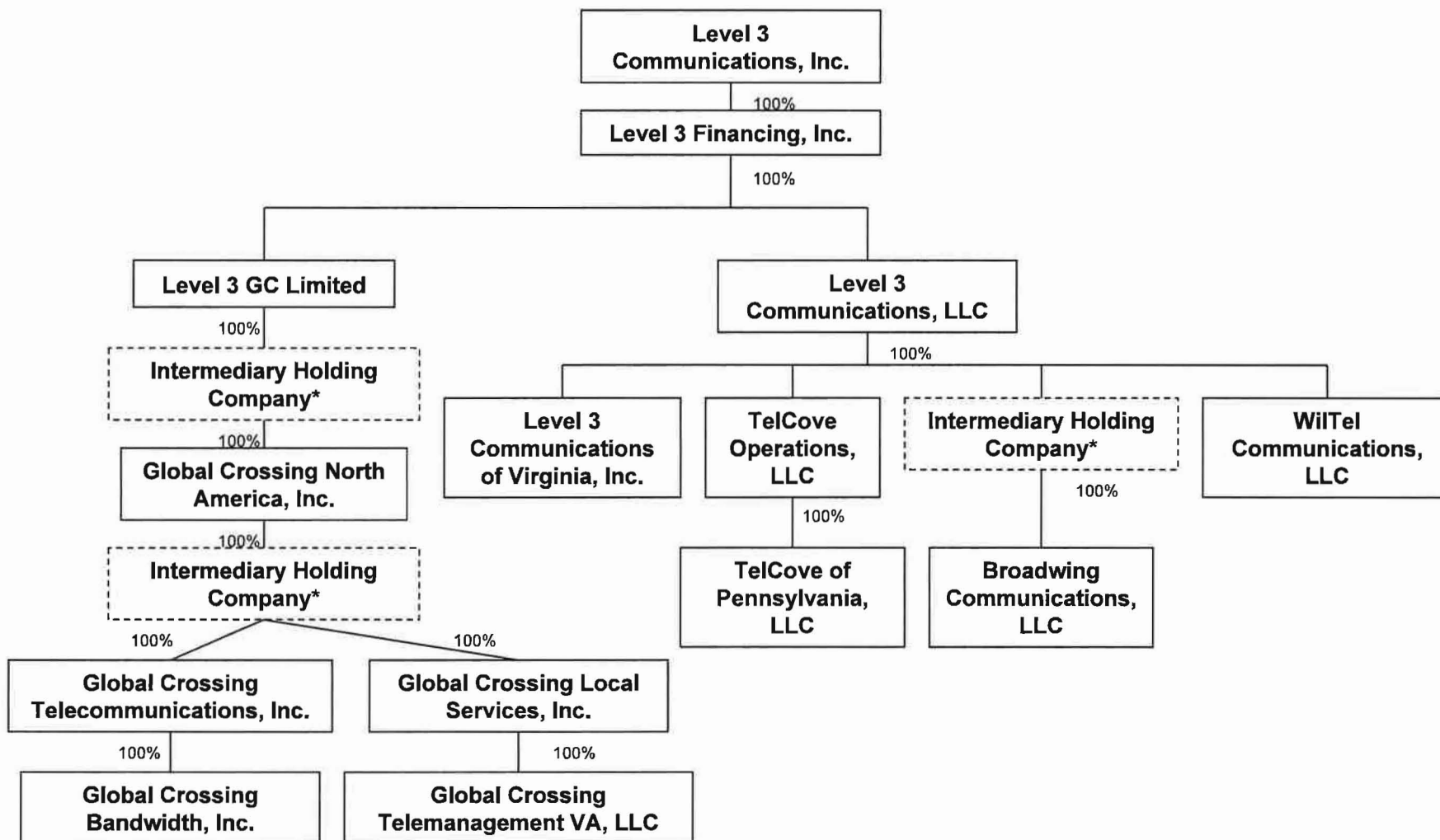
Counsel for the Petitioners

Dated: December 7, 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

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: 11/11/13

