

Vyvx, LLC

**Federal Communications Commission****FEDERAL COMMUNICATIONS COMMISSION
FCC FOREIGN CARRIER AFFILIATIONS NOTIFICATION****FOR OFFICIAL USE ONLY**
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CARRIER INFORMATION

CONFIDENTIALITY: Carriers filing foreign carrier affiliation notifications pursuant to Section 63.11(a) of the Rules, 47 C.F.R §63.11(a), and requesting confidential treatment for the first twenty days pursuant to Sections 63.11(i) and 0.459 of the Rules, 47 C.F.R. §§63.11(i) and 0.459, should not file this form electronically, but instead, should file this form and the required attachments manually. Please send the manual submission to:

Secretary
Room TW-B204F
445 12th Street, SW
Washington, DC 20554

REMINDER: Carriers filing foreign carrier affiliation notifications are reminded to review the requirements in Section 63.11 of the Rules, 47 C.F.R. §63.11. See *FACT SHEET*

Note: Use only standard punctuation. Please do not use special characters - such as ';' - in any of the fields below!

Enter a description of this notification to identify it on the main menu:
Vyvx FCN 021407

1. Carrier

Name: Vyvx, LLC Phone Number: 720-888-2516
DBA Name: Fax Number: 720-888-5134
Street: One Technology Center E-Mail: bill.hunt@level3.com
15L
City: Tulsa State: OK
Country: USA Zipcode: 74103 -
Attention: William P. Hunt III

2. Contact

Name: Kent D Bressie Phone Number: 202-730-1337
Company: Harris, Wiltshire & Grannis LLP Fax Number: 202-730-1301
Street: 1200 18th Street NW E-Mail: kbressie@harriswiltshire.com
Suite 1200

City: Washington State: DC
 Country: USA Zipcode: 20036 -2560
 Attention: Relationship: Legal Counsel

3. Place of Incorporation of Carrier Delaware

4. Other Company(ies) and Place(s) of Incorporation

5. Country or Countries for which carrier is notifying the Commission of an affiliation. Canada

6. Is there an accompanying Transfer of Control or Assignment Application pursuant to Section 63.18 (e)(3) of the Rules, 47 C.F.R. §63.18(e)(3), to this foreign carrier affiliation notification? Yes No

7. If the answer to question 6 is yes, please provide the date of filing of the Transfer of Control or Assignment Application.
 10/17/2006

8. Is this foreign carrier affiliation notification being filed as a prior notification pursuant to Section 63.11(a) or as a post notification pursuant to Section 63.11(b)-(c)? Prior Post

9. If this foreign carrier affiliation notification is being filed as a prior notification pursuant to Section 63.11(a)(1) or (2) of the Rules, 47 C.F.R. §§63.11(a)(1) or (2), is this filing being made at least forty-five days prior to the consummation of the acquisition? If the answer to this question is no, include in an Attachment (use Attachment 1 below) a statement explaining the reason for non-compliance with the Section 63.11(a) filing requirement. Yes No N/A

10. If this foreign carrier affiliation notification is being filed as a post notification pursuant to Section 63.11(b)-(c) of the Rules, 47 C.F.R. §63.11(b)-(c), is this filing being made within thirty days after consummation of the acquisition? If the answer to this question is no, include in an Attachment (use Attachment 1 below) a statement explaining the reason for non-compliance with the Section 63.11(c) filing requirement. Yes No N/A

11. If the foreign carrier affiliation notification is being filed as a post notification pursuant to Section 63.11(c) of the Rules, 47 C.F.R. §63.11(c), are you relying upon an exception in Section 63.11(b)? Yes No N/A

12. If the answer to question 11 is yes, please certify to one or more of the following questions as applicable for each carrier and destination market for which notification is being made (see Section 63.11(b)):

- a. Has the Commission previously determined in an adjudication that the foreign carrier(s) lacks market power in any destination market being notified in this filing? If the answer is yes, please provide the citation(s) to the decision(s) in an Attachment (use Attachment 1 below). Yes No N/A
- b. Does the foreign carrier(s) own facilities in any destination market(s) being notified in this filing (see Section 63.11(b)(1)(ii) for a definition of "facilities")? If the answer is yes, please specify the carrier(s) and destination market(s) being notified in this filing in an attachment (use Attachment 1 below). Yes No N/A
- c. Is the foreign carrier authorized to operate in a WTO Member?
 - 1. If the foreign carrier is authorized to operate in a WTO Member, is the authorized carrier making this filing demonstrating that it is entitled to retain non-dominant classification on the newly affiliated route pursuant to Section 63.10 of the Rules, 47 C.F.R. §63.10? If so, please provide the necessary demonstration in an Attachment (use Attachment 1 below). Yes No N/A
 - 2. If the foreign carrier is authorized to operate in a WTO Member, is the authorized carrier agreeing to comply with the dominant carrier safeguards contained in Section 63.10 of the Rules, 47 C.F.R. §63.10, effective upon the acquisition of the affiliation? Yes No Undefined field (dominant_carrier_safeguards_sw:3)

13. If the foreign carrier affiliation notification is being filed as a prior notification pursuant to Section

63.11(a) of the Rules, 47 C.F.R. §63.11(a), is the foreign carrier authorized to operate in a non-WTO Member country? Yes No N/A

14. If the answer to question 13 is yes, is the authorized carrier making the required showing that the foreign carrier lacks market power in the non-WTO Member country (see Section 63.18(k)(2), 47 C.F.R. §63.18(k)(2)) or, alternatively, the Effective Competitive Opportunities showing specified in Section 63.18(k)(3) of the Rules, 47 C.F.R. §63.18(k)(3)? If yes, please provide the supporting information in an Attachment (use Attachment 1 below). Yes No N/A

15. If the answer to question 13 is yes and the answer to question 14 is no, you may provide information in an Attachment (use Attachment 1 below) to demonstrate it continues to serve the public interest for you to operate on the route for which you propose to acquire an affiliation with the non-WTO foreign carrier. (See Section 63.11(g)(2)).

16. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, does the authorized carrier request continued regulation as a non-dominant international carrier pursuant to Section 63.10 of the Rules, 47 C.F.R. §63.10? If yes, include an Attachment (use Attachment 1 below) stating how the carrier qualifies for non-dominant classification pursuant to this section. Yes No

17. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, provide in an Attachment (use Attachment 1 below) the name of the newly affiliated foreign carrier(s) and the country or countries in which it is authorized to provide telecommunications services to the public.

18. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, state in an Attachment (use Attachment 1 below) what services the authorized carrier(s) making this filing is authorized to provide to each country named in response to question 17 and the FCC file numbers under which each such authorization was granted.

19. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, state in an Attachment (use Attachment 1 below) which, if any, of the countries the authorized carrier making this filing serves solely through the resale of international switched services of unaffiliated U.S. facilities-based carriers.

20. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, provide in an Attachment (use Attachment 1 below) the name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the authorized carrier making this filing, and the percentage of equity owned by each of those entities to the nearest one percent.

21. Regardless of whether the foreign carrier affiliation notification is filed as a prior or post notification, provide the name of any interlocking directorates, as defined in Section 63.09(g) of the Rules, 47 C.F.R. §63.09(g), with each foreign carrier named in the notification.

22. By checking Yes, the carrier 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. Yes No

23. By checking Yes, the carrier certifies that it shall maintain the continuing accuracy of information provided pursuant to Section 63.11 of the Rules, 47 C.F.R. §63.11, for a period of forty-five days after the filing of this form. In addition, the applicant certifies that it shall immediately inform the Commission if at any time, not limited to forty-five days, the representations in the "special concessions" certification referenced in question 22 are no longer accurate. Yes No

CERTIFICATION

24. Typed Name of Person Signing
Thomas C. Stortz

25. Title of Person Signing
Exec VP, Chief Legal Officer, Secretary & Manager

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

26. 1: Attachment 1

2: Attachment

3: Attachment

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 1 - 6,056 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND YOUR RESPONSE TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

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ATTACHMENT 1

Background

Vyvx, LLC (“Vyvx”), acquired its new foreign carrier affiliation with Broadwing Communications Canada, LLC (“Broadwing Canada”), following the consummation by Level 3 Communications, Inc. (“Level 3 Parent”), of Broadwing Corporation (“Broadwing Parent”) and its subsidiaries, (including Broadwing Canada and Broadwing Communications, LLC (“Broadwing”)), on January 3, 2007. The International Bureau had previously approved Level 3 Parent’s acquisition of Broadwing effective November 10, 2006.¹ As a result, Broadwing Canada and Vyvx are both wholly-owned, indirect subsidiaries of Level 3 Parent.

Vyvx was delayed in submitting this notification due to ongoing debt-to-equity conversions affecting Level 3 Parent’s shareholder composition (which in turn affected Vyvx’s ability to certify regarding 10-percent-or-greater direct or indirect interest holders). Now that those changes are complete, Vyvx is able to provide an accurate certification. Vyvx therefore respectfully asks that Commission treat these notifications—which were due on February 2, 2007—as timely filed.

Response to Question 12(b)

Broadwing Canada owns no facilities in Canada.

¹ See *International Authorizations Granted, Public Notice*, DA 06-2312 (rel. Nov. 17, 2006, effective Nov. 10, 2006) (“*Broadwing IB Transfer PN*”); FCC File No. ITC-T/C-20061017-00475. See also *Notice of Streamlined Domestic 214 Applications Granted, Public Notice*, WC Docket No. 06-193, DA 06-2357 (rel. Nov. 24, 2006, effective Nov. 23, 2006).

Response to Question 12(c)(1)

Vyvx is entitled to retain non-dominant classification on its newly-affiliated route pursuant to Section 63.10(a)(3) of the Commission's rules.² Broadwing Canada holds significantly less than a 50-percent market share in Canada's international transport and local access markets. Moreover, Broadwing Canada has no ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in Canada. Broadwing Canada does not appear on the Commission's list of foreign telecommunications carriers presumed to possess market power any in foreign telecommunications market.³ Broadwing Canada therefore continues to qualify for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's rules and exemption from the dominant carrier safeguards in Sections 63.10(c) through (e) of the Commission's rules.⁴

Response to Question 16

Vyvx requests continued regulation as a non-dominant international carrier pursuant to Section 63.10 of the Commission's rules, consistent with its Response to Question 12(c)(1) above.

² See 47 C.F.R. §§ 63.10(a)(3), 63.11(f).

³ See *International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets, Public Notice*, 19 FCC Rcd. 20,358 (Int'l Bur. 2004) ("Presumed Market Power List").

⁴ See 47 C.F.R. §§ 63.10(a)(3), (c)-(e).

Response to Question 17:

Broadwing Canada is authorized to provide telecommunications services to the public in Canada, a WTO Member.⁵

Response to Question 18:

Pursuant to FCC File No. ITC-214-20050907-00365, Vyvx is authorized to provide global facilities-based and global resale services to the country named in response to Question 17, *i.e.*, Canada.

Response to Question 19:

With respect to the country listed in response to Question 17, Vyvx serves Canada solely through the resale of international switched services of unaffiliated U.S. facilities-based carriers.⁶

Response to Question 20:

Vyvx is ultimately a wholly-owned, indirect subsidiary of Level 3 Parent. The names, addresses, citizenships, and principal businesses of Vyvx's 10-percent-or-greater direct or indirect owners are as follows.⁷

Vyvx is a wholly-owned, direct subsidiary of WilTel Communications, LLC ("WilTel"), a Delaware limited-liability company engaged in the business of providing customized communications services to enterprise and carrier customers. WilTel's address is One Technology Center, Level 15, Tulsa, Oklahoma 74103.

⁵ See *id.* §§ 63.11(e)(1), (2).

⁶ See *id.* § 63.11(e)(4).

⁷ See *id.* § 63.11(e)(5).

WilTel is a wholly-owned, direct subsidiary of WilTel Communications Group, LLC (“WCG”), a Nevada limited-liability company engaged in the business of a holding company. WCG’s address is One Technology Center, Level 15, Tulsa, Oklahoma 74103.

WCG is a wholly-owned, direct subsidiary of Level 3 Communications, LLC (“Level 3 LLC”), a Delaware limited-liability company engaged in the provision of domestic and international communications and information services. Level 3 LLC’s address is 1025 Eldorado Boulevard, Broomfield, Colorado 80021.

Level 3 LLC is a wholly-owned, direct subsidiary of Level 3 Financing, Inc. (“Level 3 Financing”), a Delaware corporation engaged in the business of providing managed information technology infrastructure services across a variety of platforms. Level 3 Financing’s address is 1025 Eldorado Boulevard, Broomfield, Colorado 80021.

Level 3 Financing, in turn, is a wholly-owned, direct subsidiary of Level 3 Parent, a Delaware corporation engaged in the business of providing, through its operating subsidiaries, a wide range of communications services over its extensive broadband fiber-optic network in North America, Europe, and Asia, including Internet-protocol-based services, broadband transport, collocation services, and patented Softswitch-based managed modem and voice services. Level 3 Parent’s address is 1025 Eldorado Boulevard, Broomfield, Colorado 80021. Level 3 Parent has no controlling shareholder or group of shareholders exercising common control.

Only one party holds a ten-percent-or-greater direct or indirect interest in Level 3 Parent: Southeastern Asset Management, Inc. (“SAM”). SAM is a Tennessee corporation engaged in the business of providing investment advisory services and located at 6410 Poplar Avenue, Suite

900, Memphis, Tennessee 38119. SAM holds sole or shared voting rights for 19.8 percent of outstanding shares of Level 3 Parent that are otherwise owned by other entities for whom SAM acts as an investment advisor.

Response to Question 21:

Vyvx has the following three interlocking directorates with foreign carriers:

- Andrew E. Ottinger, Jr., who is Vice President of Vyvx, is also an Assistant Secretary of Level 3 Communications Ltd. (Ireland), Secretary of Level 3 Communications AG (Switzerland), and Vice President and Assistant Secretary of Level 3 Communications Limited (United Kingdom);
- Thomas C. Stortz, who is Manager, Executive Vice President, Chief Legal Officer, and Secretary of Vyvx, is also Senior Vice President and General Counsel of Level 3 Communications GmbH (Germany), Senior Vice President and General Counsel of Level 3 Communications Ltd. (Ireland), a Director of Level 3 Communications S.R.L. (Italy), Senior Vice President and General Counsel of Level 3 Communications B.V. (Netherlands), a Director, Senior Vice President, and General Counsel of Level 3 Communications AG (Switzerland), and Senior Vice President and General Counsel Level 3 Communications Limited (United Kingdom); and
- Robert M. Yates, who is Senior Vice President, Assistant General Counsel & Assistant Secretary of Vyvx, is also is a Director of Level 3 Communications (Austria) Limited, a Director of Level 3 Communications S.A. (Belgium), a Director of Level 3 Communications (Denmark) Limited, a Director of Level 3 Communications S.A.S. (France), a Director of Level 3 Communications GmbH (Germany), a Director of Level 3 Communications Ltd. (Ireland), a Director of Level 3 Communications S.R.L. (Italy), a Director of Level 3 Communications B.V. (the Netherlands), a Director of Level 3 Communications SLU (Spain), a Director of Level 3 Communications A.B. (Sweden), and a Director of Level 3 Communications Limited (United Kingdom).



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 12th STREET S.W.
WASHINGTON D.C. 20554

News media information 202-418-0500
Fax-On-Demand 202-418-2830; Internet: <http://www.fcc.gov> (or <ftp.fcc.gov>)
TTY (202) 418-2555

DA No. 07-2148

Report No. FCN-00102

Wednesday May 23, 2007

FOREIGN CARRIER AFFILIATION NOTIFICATION

Pursuant to the Commission's rules, the U.S. international carriers and submarine cable landing licensees listed below filed with the Commission a notification of the affiliation they have or propose to have with foreign carriers. These notifications are filed pursuant to Sections 63.11 and 1.768 of the Commission's rules, 47 C.F.R. Sections 63.11 and 1.768.

The Commission amended Section 63.11 in IB Docket No. 97-142, Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, 15 FCC Rcd. 18158 (2000). The Commission recently adopted Section 1.768 in IB Docket No. 00-106, Review of Commission Consideration of Applications under the Cable Landing License Act, 16 FCC Rcd. 22167 (2001).

FCN-NEW-20061221-00031 E T-Systems North America, Inc.

Notification

Pursuant to Section 63.11 of the Commission's Rules, T-Systems North America, Inc. (T-Systems) hereby notifies the Commission of its affiliation with the following foreign carriers: tele.ring Telekom Services GmbH and T-Systems Austria GesmbH (Austria); Hrvatske telekomunikacije d.o.o. and T-Systems d.o.o. (Bosnia-Herzegovina); T-Systems Telecomunicacoes e Servicos Ltda. (Brazil); T-Systems Danmark A/S (Denmark); T-Systems Greece E.P.E. (Greece); T-Systems Luxembourg (Luxembourg); Monet d.o.o. and Telekom Crne Gore A.D. (Montenegro); T-Systems Nederland b.v. (Netherlands); T-Systems Polska Sp.z.o.o. (Poland); T-Systems CIS (Russia); T-Systems d.o.o. (Serbia); T-Systems informacijski sistemi, d.o.o. (Slovenia); Infovan (Pty) Ltd. (South Africa); T-Systems Telekomunikasyon Ltd Sirketi (Turkey); and TOB T-Systems Ukraine (Ukraine).

By letter filed December 21, 2006, T-Systems North America, Inc. notified the Commission of their surrender of its authority to provide international telecommunications service on the U.S.-Montenegro route, effective immediately. T-Systems North America, Inc. also notified the Commission that it has acquired a new foreign carrier affiliation with Telekom Crne Gore A.D., the monopoly fixed line telecommunications carrier in Montenegro.

FCN-NEW-20070214-00032 E Level 3 Communications, LLC

Notification

Pursuant to Section 63.11 of the Commission's rules, Level 3 Communications, LLC hereby notifies the Commission of its foreign affiliation with Broadwing Communications Canada, LLC in Canada.

FCN-NEW-20070214-00033 E WilTel Communications, LLC

Notification

Pursuant to Section 63.11 of the Commission's rules, WilTel Communications, LLC hereby notifies the Commission of its foreign affiliation with Broadwing Communications Canada, LLC in Canada.

FCN-NEW-20070214-00034 E Eldorado Acquisition Three, LLC

Notification

Pursuant to Section 63.11 of the Commission's rules, Eldorado Acquisition Three, LLC hereby notifies the Commission of its foreign affiliation with Broadwing Communications Canada, LLC in Canada.

FCN-NEW-20070214-00035 E Vyvx, LLC

Notification

Pursuant to Section 63.11 of the Commission's rules, Vyvx, LLC hereby notifies the Commission of its foreign affiliation with Broadwing Communications Canada, LLC in Canada.
