

Strategies Law Group, PLLC

October 30, 2013

VIA OVERNIGHT DELIVERY AND ELECTRONIC FILING

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554
Attn: International Bureau
Wireline Competition Bureau

RE: NOTICE OF *PRO FORMA* TRANSACTION

Dear Ms. Dortch:

Layer2 Licensing, Inc. ("Layer2" or the "Company"), advises the Commission of certain changes in its ownership structure related to certain private transactions involving Layer2's shareholders that have occurred incrementally.

Based on a review of the transactions and the changes in Layer2's ownership structure, the Company respectfully submits that no substantive or *pro forma* transfer of control has occurred. Specifically, Layer2 did not and does not now have a majority shareholder. Layer2's largest minority shareholder remains substantially unchanged and most of Layer2's previous shareholders continue to hold significant ownership interests. As a result, the Company believes that no filing is required under Part 63 of the Commission's rules generally or Sections 63.03(d) and 63.24(f) of the Commission's Rules specifically, 47 C.F.R. §§ 63.03(d) & 63.24(f), with respect to the transactions.

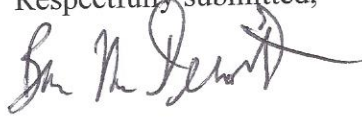
Nonetheless, out of an abundance of caution and in order to ensure the continuing accuracy of the Commission's records and compliance with the Commission's rules, Layer2 hereby notifies the Commission of changes Layer2's ownership structure.

Information regarding Layer2's current ownership structure is provided in **Exhibit A**, which addresses the information identified in Sections 63.04(a)(1)-(4) and 63.18(a)-(d) & (h) of the Commission's Rules, 47 C.F.R. §§ 63.04(a)(1)-(4) & 63.18(a)-(d) & (h).

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An original and nine (9) copies notice are enclosed. Please date-stamp and return the enclosed extra copy of the notice in the attached stamped envelope. Questions regarding this notice may be addressed to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Ed S. Quill, Jr.", written in a cursive style.

Edward S. Quill, Jr.
Brian McDermott

Counsel for Layer2 Licensing, Inc.

EXHIBIT A

63.04(a)(1)/63.18(a) - Names, Addresses and Telephone Numbers

Layer2 Licensing, Inc. (FRN # 0020846523)
305 Wells Fargo Drive, Suite A9
Houston, TX 77090
Telephone: (281) 781-2148

63.04(a)(2)/63.18(b) - Jurisdiction of each party:

Layer2 is a corporation formed under the laws of the State of Texas.

63.04(a)(3)/63.18(c) - Contact Information

Correspondence concerning this notice should be sent to:

Brian McDermott
Edward S. Quill, Jr.
Strategies Law Group, PLLC
1002 Parker Street
Falls Church, Virginia 22046
Telephone: (571) 730-4970
Facsimile: (571) 730-4971
Email: bmcdermott@stratlg.com
equill@stratlg.com

63.18(d) - FCC International Section 214 Authority

Layer2 holds global international resold and facilities-based Section 214 authority pursuant to authority granted by the Commission in IB File No. ITC-214-20110523-00147. Layer2 also holds blanket domestic interstate Section 214 authority.

63.04(a)(4)/63.18(h) - Ownership information

A. Pre-Transactions

The following entities formerly held a 10% or greater direct or indirect interest in **Layer2 Licensing, Inc.:**

Name/Address	Voting/Equity % Held	Citizenship	Principal Business
Layer2 Holdings, Inc.	100%	U.S.	Holding Company

The following entities held 10% or greater interests in **Layer2 Holdings, Inc.:**

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Name/Address	Voting/Equity % Held	Citizenship	Principal Business
John R. Clements 4624 W. Orange Street Pearland, TX 77581	28%	U.S.	Individual
Richard E. Roeth RR 1, Box 4038 Bedias, TX 77831	29%	U.S.	Individual
TXUTMA Stephen B. Roeth 1135 Ivy Wall Drive Houston, TX 77079	20%	U.S.	Trust
Leslye D. Beck 191 Waterfront Drive Montgomery, TX 77356	10%	US	Individual

The following entity controls 100% of TXUTMA Stephen B. Roeth:

Name/Address	Voting/Equity % Held	Citizenship	Principal Business
Jeffrey S. Roeth 1135 Ivy Wall Drive Houston, TX 77079	100%	U.S.	Individual

No other entity held a 10% or greater direct or indirect interest in Layer2 Licensing, Inc.

B. Post-Transactions

The following entities currently hold a 10% or greater direct or indirect interest in Layer2 Licensing, Inc.:

Name/Address	Voting/Equity % Held	Citizenship	Principal Business
Layer2 Holdings, Inc.	100%	U.S.	Holding Company

The following entities hold 10% or greater interests in Layer2 Holdings, Inc.:

Name/Address	Voting/Equity % Held	Citizenship	Principal Business
Richard E. Roeth RR 1, Box 4038 Bedias, TX 77831	34%	U.S.	Individual
Jeffrey S. Roeth 1135 Ivy Wall Drive Houston, TX 77079	25%	U.S.	Individual
Leslye D. Beck 191 Waterfront Drive Montgomery, TX 77356	29%	US	Individual

Inc. No other entity holds a 10% or greater direct or indirect interest in **Layer2 Licensing,**

Applicant has no interlocking directorates with any foreign carrier.

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Verification

STATE OF TEXAS


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ss:

COUNTY OF HARRIS

VERIFICATION

I, Leslye D. Beck, state under penalty of perjury that I am Chief Operating Officer of Layer2 Licensing, Inc.; that I am authorized to make this Verification on behalf of Layer2 Licensing, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Leslye D. Beck

Dated: 10-29-2013