

ATTACHMENT 1

Pursuant to 47 C.F.R. § 63.24(f), Global Crossing North America, Inc. (“GCNA,” FRN 0007039811), hereby notifies the Commission of a *pro forma* transfer of control of its single international Section 214 authorization, as described below.

Answer to Question 10

Correspondence concerning this notification should be sent to:

with a copy to:

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*Counsel for Level 3 Communications,
Inc., Level 3 Financing, Inc., and Global
Crossing North America, Inc.*

GCNA holds a single international Section 214 authorization, FCC File No. ITC-214-19980520-00334, which authorizes GCNA to provide global facilities-based and global resale services pursuant to 47 C.F.R. §§ 63.18(e)(1) and (2).

Answer to Question 11

GCNA is a New York corporation engaged in the business of telecommunications. GCTI has the following 10-percent-or-greater direct or indirect shareholders:

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

Level 3 Communications, LLC (“Level 3 LLC”)

Address: 1025 Eldorado Blvd., Broomfield, Colorado 80021

Citizenship: Delaware, USA

Principal Business: telecommunications

Relationship: owns 100 percent of GCNAH

Level 3 Financing, Inc. (“Level 3 Financing”)

Address: 1025 Eldorado Blvd., Broomfield, Colorado 80021

Citizenship: Delaware, USA

Principal Business: holding company

Relationship: owns 100 percent of Level 3 LLC

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 Financing

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 21.94 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 24.926 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

Answer to Question 12

Neither Level 3 Financing nor Level 3 GC Limited (“Level 3 GCL”) nor Level 3 LLC—the transferees in the transaction steps described below in response to Question 13—has any interlocking directorate with any foreign carrier.

Answer to Question 13

GCNA is a wholly-owned, indirect subsidiary of Level 3 Parent, as it has been since Level 3 Parent acquired Global Crossing Limited in 2011 following Commission review and consent.¹ Subsequent to that acquisition, Level 3 Parent undertook an internal reorganization process involving indirect parent entities of GCNA in order to simplify the ownership structure of Level 3 Parent’s holding and operating companies and to discharge the debt of Global Crossing Limited. This reorganization included the following steps:

- (1) Level 3 Parent contributed all of the issued and outstanding shares of Level 3 GCL to Level 3 Financing, in a transaction consummated on October 4, 2011;
- (2) Level 3 GCL sold all of the issued and outstanding shares of Global Crossing North American Holdings, Inc. (“GCNAH”), to Level 3 LLC in satisfaction of a loan payable to Level 3 LLC, in a transaction consummated on October 4, 2011; and
- (3) Level 3 Financing caused the merger of Global Crossing Holdings Limited into Level 3 GCL, with Level 3 GCL surviving, in a transaction consummated on December 31, 2012.

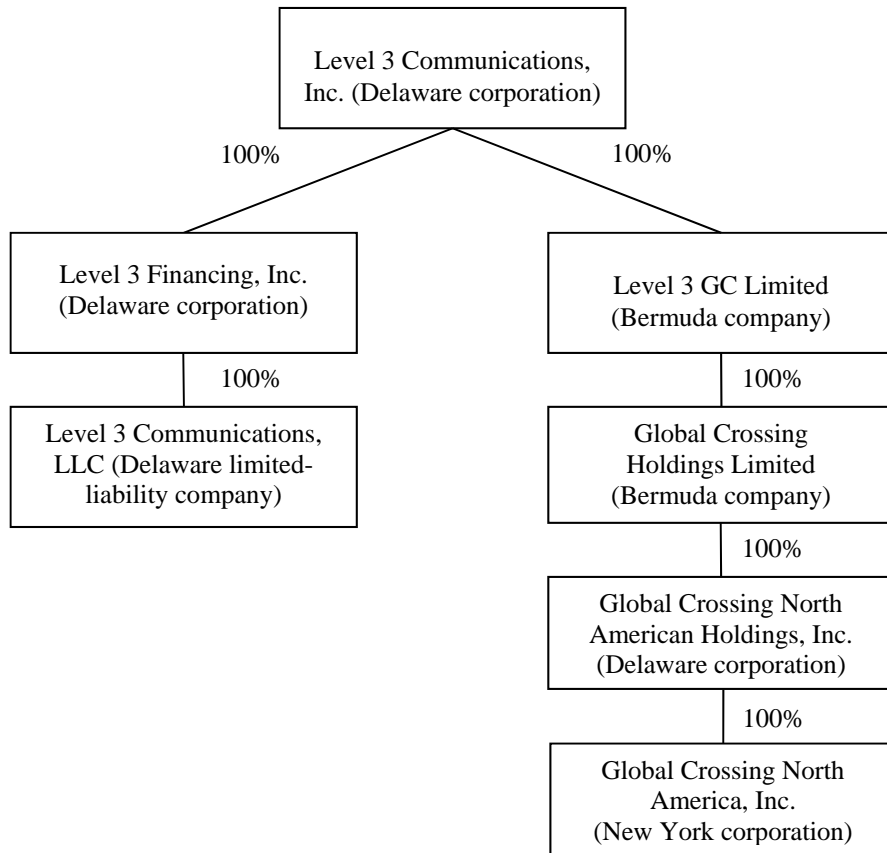
In Attachment 2, GCNA details its pre-consummation ownership structure. In Attachment 3, GCNA details its post-consummation ownership structure.

¹ *Applications filed by Global Crossing Limited and Level 3 Communications, Inc. for Consent to Transfer Control, Memorandum Opinion and Order and Declaratory Ruling, 26 FCC Rcd. 14,056 (Int’l, Wireless Tel., and Wireline Comp. Burs. 2011).*

Before and after the execution of each of these steps (collectively, the “*Pro Forma* Transactions”), the above-referenced international Section 214 authorization remained under the indirect ownership and control of Level 3 Parent. GCNA regrets that this notification was not made within 30 days of consummation of the *Pro Forma* Transactions but submits that no public-interest harms have result from the delay in filing this notification.

ATTACHMENT 2

Direct and Indirect Parents of Global Crossing North America, Inc., Prior to Consummation of the *Pro Forma* Transactions



ATTACHMENT 3

Direct and Indirect Parents of Global Crossing North America, Inc., Following Consummation of the *Pro Forma* Transactions

