



Federal Communications Commission
Washington, D.C. 20554

International Bureau

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July 21, 2014

Ref: EB 2014-18

Douglas May (202) 647-5835
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Re: Level 3/tw telecom

WC DK 14-104

ITC-T/C-20140707-00193

ISP-PDR-20140707-00005 SCL-T/C-20140707-00005

ISP-PDR-20140707-00006 ISP-PDR-20140707-00006

ISP-PDR-20140707-00007 ISP-PDR-20140707-00008

Comments Due: August 18, 2014
Reply Comments Due: September 2, 2014

Dear Sir or Madam:

Level 3 Communications, Inc. (Level 3 Parent) and tw telecom inc. (TWT Parent) (together, Applicants) filed a series of applications pursuant to sections 214 of the Communications Act of 1934, as amended (Act),¹ and the Cable Landing License of 1921,² seeking approval for various transfers of control of licenses and authorizations held by TWT Parent's subsidiaries (TWT Subsidiaries) to Level 3 Parent.

Applicants assert that the following entities will hold a ten percent or greater interest in Level 3 Parent: Southeastern Asset Management, Inc. (16.6 percent), a Tennessee corporation, and, indirectly, Temasek Holdings (Private) Limited (Temasek) (16.3 percent), which is wholly owned by the **Government of Singapore**.

Level 3 parent commits to extend the national security, law enforcement, and public safety commitments made in the Level 3 NSA (dated September 26, 2011) to all TWT Parent subsidiaries (including TWT Hawaii) upon consummation of the Proposed Transaction.

A copy of the Public Notice (DA 14-1022, released July 18, 2014) seeking comments on the Petition is attached. Should you have any national security, law enforcement, foreign policy, or trade concerns with respect to the Petition, please file your comments on or before **August 18, 2014**, using the Commission's Electronic Comment Filing System (ECFS): <http://fjallfoss.fcc.gov/ecfs2/>.

¹ 47 U.S.C. §§ 214, 310(d).

² See *id.* §§ 34-39.

For further information, please contact David Krech, Policy Division, International Bureau, at (202) 418-7443, or Dennis Johnson, Competition Policy Division, Wireline Competition Bureau at (202) 418-0809.

Sincerely,

George Li,
Deputy Chief, Policy Division

George Li

From: Adrienne Downs
Sent: Monday, July 21, 2014 3:56 PM
To: 'edward.hand@usdoj.gov'; 'chemmerlein@ntia.doc.gov'; 'maydc@state.gov'; 'Christopher.Stefken@ic.fbi.gov'; 'Marilyn.Shaifer@usdoj.gov'; 'Tyronne.Brown@usdoj.gov'; 'Brian.williams@associates.dhs.gov'; 'Shawn.Coolley@HQ.DHS.Gov'; 'TTelecom@usdoj.gov'; 'Siobhan.Dupuy@usdoj.gov'; 'alex.daman@dhs.gov'; 'Joanne.Ongman@usdoj.gov'; 'Jennifer.Rockoff@usdoj.gov'; 'Jonathan_McHale@ustr.eop.gov'; 'Richard.Sofield2@usdoj.gov'; 'glenn.kaminsky@hq.dhs.gov'; 'dale.barr@hq.dhs.gov'; 'sdesmond@ostp.eop.gov'; 'JP-FCC@dhs.gov'; 'kristin.taylor@usdoj.gov'; 'john.delmore@ic.fbi.gov'; 'ttwg@leo.gov'; 'mark.mcconnell@usdoj.gov'; 'robert.s.gorman.civ@mail.mil'; 'caroline.brown@usdoj.gov'; 'Hagar, Richard (richard.hagar@HQ.DHS.GOV)'; 'George Li; David Krech; Susan OConnell; Howard Griboff; James Ball; Dennis Johnson; Kathleen Collins

Subject: Cover Letter Reference EB 2014-18 (comments by August 18, 2014)
Attachments: TWT-Level 3 AFF PN 7 18 (lg edits) rc 231 DA 14-1022.doc; Executive Branch 2014-18.docx

Cover Letter Reference EB 2014-18 (comments by August 18, 2014)

Adrienne Downs
Policy Division
International Bureau
202-418-0412



Federal Communications Commission
Washington, D.C. 20554

International Bureau

July 9, 2014

Mr. Doug May
Deputy U.S. Coordinator
Office of International Communications and Information Policy
Bureau of Economic and Business Affairs-----Room 4634
U.S. Department of State
2201 C Street, NW
Washington, D.C. 20520-5818

Re: SCL-T/C-20140707-00005
tw telecom inc./Level 3

Dear Mr. May:

On July 7, 2014, tw telecom inc. ("TWT Parent") (FRN 0015338122) and Level 3 Communications, Inc. ("Level 3 Parent") filed an application for Commission consent to the transfer of control to Level 3 Parent of a joint interest in the cable landing license for the Hawaiian Islands Fiber Network ("HIFN") held by tw telecom of hawaii l.p.

The above-referenced application has been filed pursuant to the provisions of the Cable Landing License Act, 47 U.S.C. §§ 34-39, section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, and Executive Order No. 10530, § 5(a) (May 10, 1954), reprinted as amended in 3 U.S.C. § 301. **The Counsel for Level 3 Parent has certified that on July 7, 2014, he has served copies of the application to the Department of State, NTIA, and DOD as required by the Commission's rules 47 C.F.R. § 1.767 (j).**

This letter begins the 30-day review process set out in the letter from the Under Secretary of State for Economic, Business, and Agricultural Affairs to the Chairman, Federal Communications Commission (dated Dec. 3, 2001).

Yours truly,

George Li
Deputy Chief, Policy Division

cc: Christopher Hemmerlein, DOC/NTIA/OCC
Robert S. Gorman, DOD, DISA
Timothy Finton, DOS/EB/CIP

George Li

From: Adrienne Downs
Sent: Wednesday, July 09, 2014 3:16 PM
To: 'maydc@state.gov' (maydc@state.gov)
'fintontc@state.gov' (fintontc@state.gov); 'chemmerlein@ntia.doc.gov' (chemmerlein@ntia.doc.gov); robert.s.gorman.civ@mail.mil; James Ball; David Krech; Susan O'Connell; George Li; Howard Griboff; Jodi Cooper
Subject: te telecom inc./Level 3
Attachments: State Letter 7.9.14.doc

Please see the attached letter.

Adrienne Downs