



Federal Communications Commission
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July 21, 2014

Ref: **EB 2014-18**

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Re: Level 3/tw telecom

W/C DK 14-104

ITC-T/C-20140707-00193

ISP-PDR-20140707-00005

ISP-PDR-20140707-00007

SCL-T/C-20140707-00005

ISP-PDR-20140707-00006

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.Siefken@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.Soffield2@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