

Attachment 1

Pursuant to section 63.24(f) of the Commission's rules, tw telecom holdings, llc hereby provides notice of the *pro forma* transfer of control of the international section 214 authorization held by tw telecom holdings, llc (TWTH LLC), formerly tw telecom holdings inc. (TWTH Inc.) (FRN 0014942668), as described below.

Answer to Question 10

Correspondence concerning this notification should be addressed to

Nicholas G. Alexander
Associate General Counsel
Level 3 Communications LLC
1220 L Street, Suite 660
Washington, DC 20005

TWTH LLC, an indirect subsidiary of Level 3 Communications, Inc. (Level 3 Parent), holds international Section 214 authority to provide global facilities-based and global resale services between the United States and international points.¹ 35 subsidiaries of TWTH LLC each rely on this authority pursuant to 47 C.F.R. § 63.21(h). Four additional indirect subsidiaries of Level 3 Parent currently hold international Section 214 authority from the Commission to provide global facilities-based and global resale services between the United States and international points: Level 3 Communications, LLC; Level 3 International, Inc.; Global Crossing Americas Solutions, Inc. (GCAS); and Global Crossing North America, Inc. (GCNA).²

¹ See FCC File Nos. ITC-214-20000927-00570 (granting TWTH Inc. authority to provide global facilities-based and global resale services pursuant to 47 C.F.R. §§ 63.18(e)(1), (2)); ITCASG-20091120-00498.

² See FCC File Nos. ITC-214-19971229-00821 (old File No. ITC-98-016) (granting Level 3 Communications LLC authority to provide global facilities-based and global resale authority pursuant to 47 C.F.R. §§ 63.18(e)(1), (2)); ITC-214-19981214-00867 (granting Level 3 International, Inc., authority to provide global facilities-based and global resale authority pursuant to 47 C.F.R. §§ 63.18(e)(1), (2)); ITC-214-19950717-00062 (old File No. ITC-95-434) (granting GCAS authority to provide certain common-carrier services using satellite facilities); ITC-214-19950831-00047 (old File No. ITC-95-485) (granting GCAS authority to provide global resale services pursuant to 47 C.F.R. § 63.18(e)(2)); ITC-214-19970703-00372 (old File No. ITC-97-399) (granting GCAS authority to provide global facilities-based and global resale services pursuant to 47 C.F.R. §§ 63.18(e)(1), (2)); ITC-214-19980430-00286 (old File Nos. ITC-98-342 and -342A) (granting GCAS and other owners joint authority to provide individual facilities-based service on the Americas-II undersea cable system); and ITC-214-19980520-00334 (granting GCNA authority to provide global facilities-based and global resale services pursuant to 47 C.F.R. §§ 63.18(e)(1), (2)).

Answer to Question 11

The name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of TWTH LLC, and the percentage of equity owned by each of those persons or entities (to the nearest one percent), is as follows:

tw telecom, llc

Address: 1025 Eldorado Blvd., Broomfield, Colorado 80021

Citizenship: Delaware, USA

Principal Business: telecommunications

Relationship: tw telecom, llc owns 100% of TWTH LLC

Level 3 Financing, Inc.

Address: 1025 Eldorado Blvd., Broomfield, Colorado 80021

Citizenship: Delaware, USA

Principal Business: telecommunications

Relationship: Level 3 Financing, Inc. owns 100% of tw telecom, llc

Level 3 Communications, Inc. (Level 3 Parent)

Address: 1025 Eldorado Blvd., Broomfield, Colorado 80021

Citizenship: Delaware, USA

Principal Business: telecommunications

Relationship: Level 3 Parent owns 100% of Level 3 Financing, Inc.

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 approximately 16.6% 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: Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius

Citizenship: Mauritius

Principal Business: holding company

Relationship: STT Crossing owns approximately 16.5% of Level 3 Parent.

STT Communications Ltd (STT Communications)

Address: 1 Temasek Avenue, #33-01 Millenia Tower, Singapore 039192

Citizenship: Singapore

Principal Business: information communications

Relationship: STT Communications owns 100% of STT Crossing.

Singapore Technologies Telemedia Pte Ltd (ST Telemedia)
Address: 1 Temasek Avenue, #33-01 Millenia Tower, Singapore 039192
Citizenship: Singapore
Principal Business: investment holding company
Relationship: ST Telemedia owns 100% 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: Temasek owns 100% of ST Telemedia.

Temasek is wholly owned by the Government of Singapore through the Minister for Finance.

Answer to Question 12

The *pro forma* transactions did not result in any changes to interlocking directorates with foreign carriers.

Level 3 Parent has the following interlocking directorates with foreign carriers:

- Neil Eckstein, who is Senior Vice President, Assistant General Counsel & Assistant Secretary of Level 3 Parent, is also: Senior Vice President, Assistant General Counsel & Assistant Secretary of Level 3 Communications Australia Pty Ltd; a Director, Assistant General Counsel & Assistant Secretary of PAC Panama Ltd.; Senior Vice President, Assistant General Counsel & Assistant Secretary of Global Crossing Telecommunications Canada, Ltd.; Senior Vice President, Assistant General Counsel & Assistant Secretary of Level 3 Communications Hong Kong Limited; Vice President, Assistant General Counsel & Assistant Secretary of Level 3 Communications Canada Co.; and Senior Vice President, Assistant General Counsel & Assistant Secretary of Level 3 Communications Singapore Pte. Ltd.
- Rafael Martinez Chapman, who is Senior Vice President and Treasurer of Level 3 Parent, is also: Vice President and Treasurer of Level 3 Communications Australia Pty Ltd; Vice President and Assistant Treasurer of Global Crossing Telecommunications Canada, Ltd.; Vice President and Treasurer of Level 3 Communications Hong Kong Limited; Vice President and Assistant Treasurer of Level 3 Communications Canada Co.; and Vice President and Treasurer of Level 3 Communications Singapore Pte. Ltd.
- Eric Mortensen, who is Senior Vice President and Controller of Level 3 Parent, is also: Senior Vice President and Controller of Level 3 Communications Australia Pty Ltd; Senior Vice President and Chief Financial Officer of Global Crossing Telecommunications Canada, Ltd.; Senior Vice President and Controller of Level 3 Communications Hong Kong Limited; Senior Vice President and Chief Financial Officer

of Level 3 Communications Canada Co.; and Senior Vice President and Controller of Level 3 Communications Singapore Pte. Ltd.

- Sunit Patel, who is Executive Vice President and Chief Financial Officer of Level 3 Parent, is also: Executive Vice President & Chief Financial Officer of Level 3 Communications Australia Pty Ltd; Executive Vice President of Global Crossing Telecommunications Canada, Ltd.; Executive Vice President & Chief Financial Officer of Level 3 Communications Hong Kong Limited; Executive Vice President of Level 3 Communications Canada Co.; and Executive Vice President & Chief Financial Officer of Level 3 Communications Singapore Pte. Ltd.
- Douglas Richards, who is Senior Vice President – Tax of Level 3 Parent, is also: Senior Vice President – Tax of Level 3 Communications Australia Pty Ltd; Senior Vice President of Global Crossing Telecommunications Canada, Ltd.; Senior Vice President – Tax of Level 3 Communications Hong Kong Limited; Senior Vice President of Level 3 Communications Canada Co.; and Senior Vice President – Tax of Level 3 Communications Singapore Pte. Ltd.
- John Ryan, who is Executive Vice President, Chief Legal Officer, and Secretary of Level 3 Parent, is also: a Director, Executive Vice President, Chief Legal Officer, and Secretary of Level 3 Communications Australia Pty Ltd; a Director, Senior Vice President, and Secretary of PAC Panama Ltd.; Executive Vice President, Chief Legal Officer, and Secretary of Global Crossing Telecommunications Canada, Ltd.; a Director, Executive Vice President, Chief Legal Officer, and Secretary of Level 3 Communications Hong Kong Limited; a Director of Level 3 Communications Japan K.K.; a Director and President of Level 3 Communications Canada Co.; and a Director, Executive Vice President, Chief Legal Officer, and Secretary of Level 3 Communications Singapore Pte. Ltd.
- Jeffrey Storey, who is Chief Executive Officer and President of Level 3 Parent, is also: President of Global Crossing Telecommunications Canada, Ltd.; a Director and President of Level 3 Communications Hong Kong Limited; a Director of Level 3 Communications Japan K.K.; a Director and President of Level 3 Communications Singapore Pte. Ltd.

Answer to Question 13

On October 31, 2014, Level 3 Parent consummated its acquisition of tw telecom inc. (TWT), including its acquisition of control of the international Section 214 authorization held by TWT's subsidiary tw telecom holdings inc. (FCC File No. ITC-214-20000927-00570).³ TWT was acquired by Level 3 Parent through a two-step merger transaction, whereby TWT merged with and into Saturn Merger Sub 2, LLC, a direct, wholly owned subsidiary of Level 3 Parent, with

³ See Letter from Kent Bressie, Counsel for Level 3 Communications, Inc., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 14-104 (filed Nov. 3, 2014).

Saturn Merger Sub 2, LLC as the surviving entity (TWT Transaction).⁴ Saturn Merger Sub 2, LLC changed its name to tw telecom, llc as part of the TWT Transaction.⁵

Subsequent to the TWT Transaction, Level 3 Parent undertook an internal reorganization process involving indirect parent entities of tw telecom holdings inc. in order to simplify the ownership structure of Level 3 Parent's holding and operating companies and for tax reasons:

- Immediately after the TWT Transaction, Level 3 Parent contributed the membership units of tw telecom, llc to its direct, wholly owned subsidiary Level 3 Financing, Inc., resulting in a *pro forma* transfer of control of tw telecom holdings inc. As a result, tw telecom, llc became a first tier, wholly owned subsidiary of Level 3 Financing, Inc., while tw telecom holdings inc. remained an indirect, wholly owned and controlled subsidiary of Level 3 Parent.
- On December 31, 2014, tw telecom holdings inc., a Delaware corporation, was converted to tw telecom holdings, llc, a Delaware limited liability company, by operation of Delaware law. This conversion did not change the direct or indirect ownership of the entity, which remains a 100% indirectly controlled subsidiary of Level 3 Parent.

In Exhibit A, TWTH LLC details its ownership structure upon consummation of the TWT Transaction. In Exhibit B, TWTH LLC details its current ownership structure, in place upon conclusion of the *pro forma* transfer of control that occurred following the TWT Transaction (the "*Pro Forma* Transaction").

Before and after the execution of the *Pro Forma* Transaction, the above-referenced international Section 214 authorization remained under the indirect ownership and control of Level 3 Parent. Level 3 Parent regrets that that notification of the *pro forma* transfer of control resulting from the contribution of the membership units of tw telecom, llc to its direct, wholly owned subsidiary Level 3 Financing, Inc. was not made within 30 days of consummation of that *pro forma* transfer of control, but submits that no public-interest harms have resulted from the delay in filing notification thereof.

By the attached certification, tw telecom holdings, llc certifies that the transfer of control effectuated by the *Pro Forma* Transaction was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, did not result in a substantive assignment or transfer of control.

⁴ See *Applications Filed for the Transfer of Control of tw telecom inc. to Level 3 Communications, Inc.*, WC docket No. 14-104, 28 FCC Rcd 12842, 12846-7, para. 6 (2014).

⁵ *Id.*

Exhibit A

Pre-Pro Forma Reorganization of Level 3

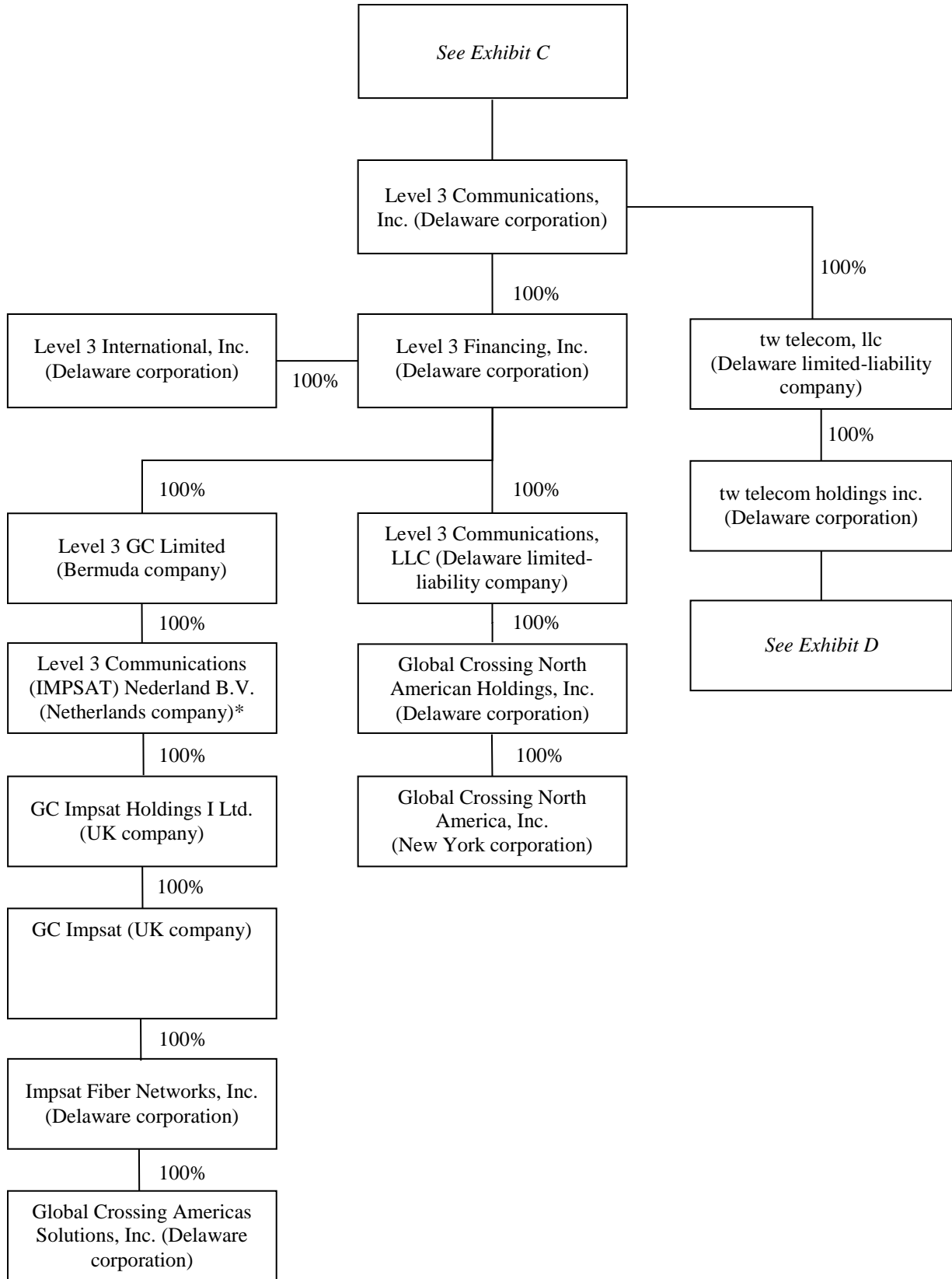


Exhibit B

Post-Pro Forma Reorganization of Level 3

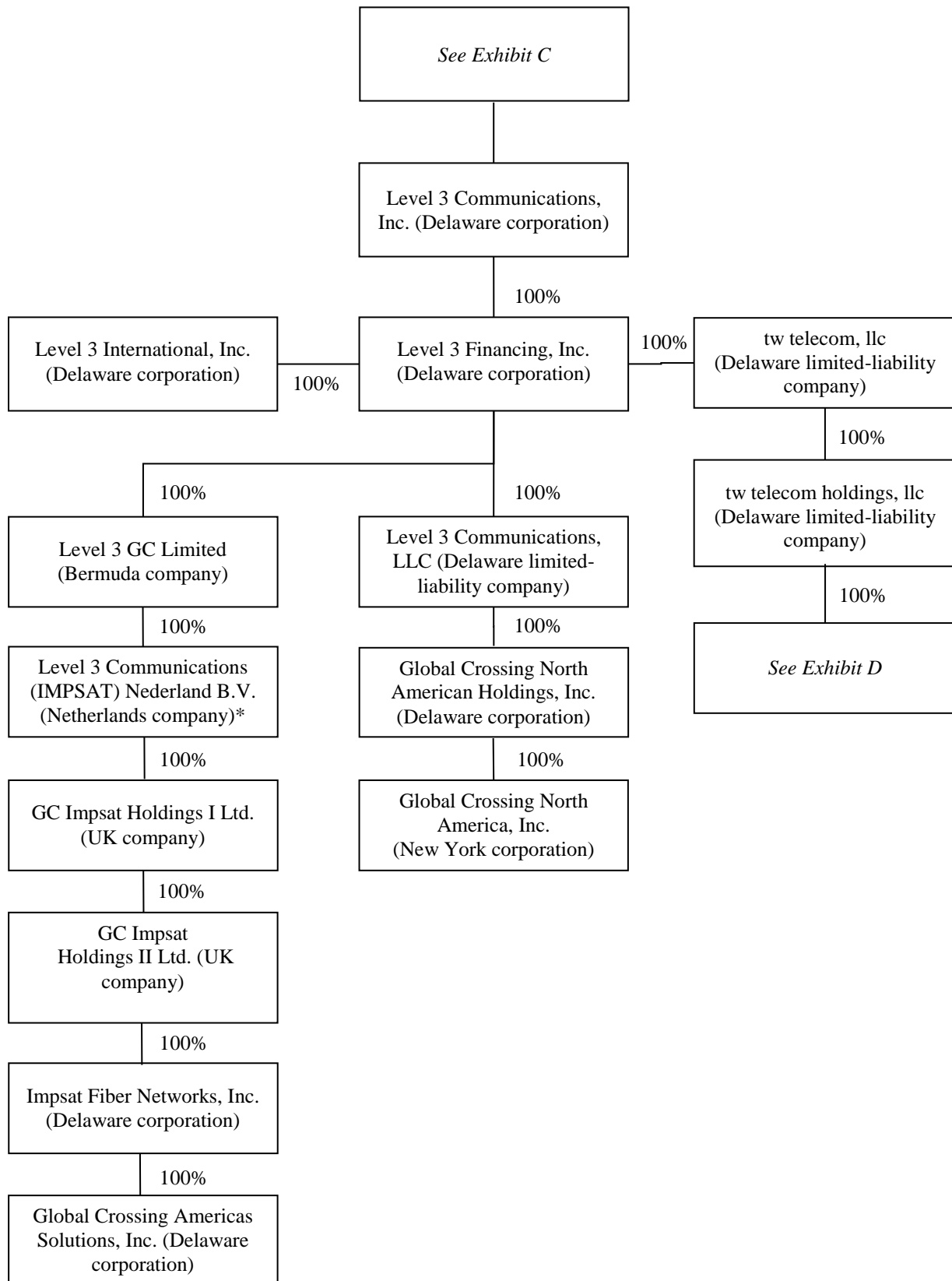


Exhibit C

Ownership of Level 3 Parent

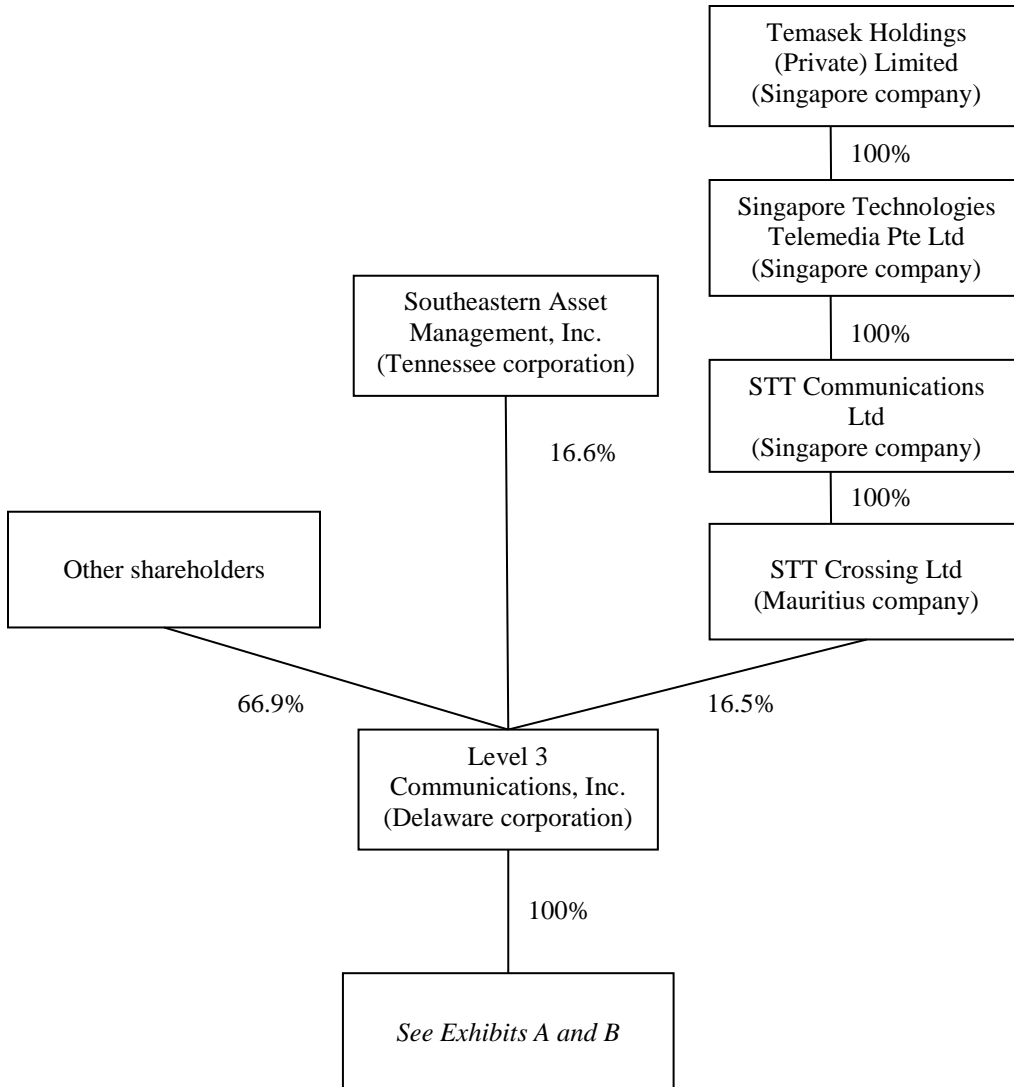


Exhibit D

Ownership of tw telecom holdings, llc subsidiaries

