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2 December 2009

BY ELECTRONIC FILING

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

RE: Cable Landing License for the Yellow Undersea Cable System., FCC File No. SCL-LIC-19990913-00019

Pursuant to 47 C.F.R. § 1.767(g)(7), Level 3 Communications, LLC (“Level 3” FRN 0008085136) hereby notifies the FCC of a *pro forma* assignment of the above-referenced cable landing license for the Yellow undersea cable system.¹ This license was previously held by Level 3 Landing Station, Inc. (“Level 3 Landing”).

Level 3 is a wholly-owned, indirect subsidiary of Level 3 Communications, Inc. (“Level 3 Parent”). Level 3 Landing was until November 30, 2009, also a wholly-owned, indirect subsidiary of Level 3 Parent. To simplify its ownership structure and associated regulatory obligations, Level 3 Parent caused Level 3 Landing to merge into Level 3, with Level 3 surviving, in a transaction consummated on November 30, 2009 (the “Pro Forma Transaction”). The cable landing license for the Yellow undersea cable system remains under the indirect ownership and control of Level 3 Parent.

Level 3’s contact information is as follows:

LEVEL 3 COMMUNICATIONS, LLC
1025 El Dorado Blvd.
Broomfield, Colorado 80021
+1 720 888 2416 tel

¹ See *Level 3 International, Inc., Cable Landing License*, 15 FCC Rcd. 842 (2000). The Commission later granted consent for the *pro forma* assignment of the cable landing license to Level 3 Landing. See FCC File No. SCL-ASG-20000310-00008. The Commission also later modified the cable landing license to permit post-transaction notifications for *pro forma* transactions. See *Actions Taken Under the Cable Landing License Act, Public Notice*, 17 FCC Rcd. 12,916 (2002); FCC File No. SCL-MOD-20020415-00025.

Level 3 is a Delaware limited-liability company engaged in the business of telecommunications. Level 3 is a wholly-owned, direct subsidiary of Level Financing, Inc. (“Level 3 Financing”), a Delaware corporation engaged in the business of providing managed information technology infrastructure services across a variety of platforms. Level 3 Financing is a wholly-owned, direct subsidiary of Level 3 Parent, a Delaware corporation engaged in the business providing global communications and information services through its operating subsidiaries. Level 3 Financing and Level 3 Parent have the same contact information as Level 3. Level 3 Parent’s shares trade publicly on NASDAQ under the symbol LVLT. Level 3 parent has a single 10-percent-or-greater shareholder:

SOUTHEASTERN ASSET MANAGEMENT, INC.
6410 Poplar Avenue, Suite 900
Memphis, Tennessee 38119

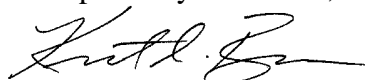
SAM is a Tennessee corporation engaged in the business of providing investment advisory services. SAM owns 26.18 percent of Level 3 Parent’s shares outstanding.

By the attached certification, Level 3 certifies that the assignment effected by the corporate reorganization was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, does not result in a substantive assignment or transfer of control.

Pursuant to Section 1.767(j), 47 C.F.R. § 1.767(j), a copy of this notification has been served on the Executive Branch agencies, as noted in the attached certificate of service.

Please contact me by telephone at +1 202 730 1337 or by e-mail at kbressie@wiltshiregrannis.com should you have any questions regarding this notification.

Respectfully submitted,



Kent D. Bressie

Counsel for Level 3 Communications, LLC

Attachments

CERTIFICATION

I, William P. Hunt, III, Vice President, Public Policy, of Level 3 Communications, LLC, hereby certify to the following:

- (1) All of the information contained in the attached notification letter is true and accurate to the best of my knowledge;
- (2) The assignment effected by the Pro Forma Transaction, as defined in the notification letter, was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, does not result in a change in the ultimate control of the cable landing license for the Yellow undersea cable system; and
- (3) No party to this notification is subject to a denial of federal benefits, including FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

A handwritten signature in black ink, appearing to read "W.P. Hunt III", written over a horizontal line.

William P. Hunt, III

2 December 2009

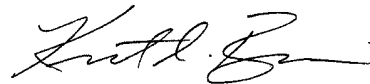
CERTIFICATE OF SERVICE

I, Kent D. Bressie, hereby certify that consistent with Section 1.767(j) of the Commission's rules, 47 C.F.R. § 1.767(j), I have served by overnight delivery on December 2, 2009, a copy of the foregoing notification of *pro forma* assignment of a cable landing licensee on the following:

Ambassador Philip Verveer
U.S. Coordinator
Int'l Communications & Information Policy
Bureau of Economic and Business Affairs
U.S. DEPARTMENT OF STATE
EB/CIP: Room 4826
2201 C Street, N.W.
Washington, D.C. 20520-5818

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Kent D. Bressie