

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

GLOBAL CROSSING LIMITED,
Transferor,

LEVEL 3 COMMUNICATIONS, INC.,
Transferee,

and

GT LANDING II CORP AND
GLOBAL CROSSING AMERICAS SOLUTIONS, INC.
Licensees,

Application for Consent to Transfer Control of
the Cable Landing Licenses for

ATLANTIC CROSSING-1
ATLANTIC CROSSING-2
MID-ATLANTIC CROSSING
PAN AMERICAN CROSSING
SOUTH AMERICAN CROSSING
AMERICAS-II (Joint Interest)

IB Docket No. 11-78

**CONSOLIDATED APPLICATION FOR TRANSFER OF CONTROL –
STREAMLINED PROCESSING REQUESTED**

Pursuant to 47 U.S.C. §§ 34-39, Executive Order 10,530, and 47 C.F.R. § 1.767, Global Crossing Limited (“GCL”) (FRN No. 0015528094) and Level 3 Communications, Inc. (“Level 3 Parent”) (FRN No. 0005868732), request that the Commission consent to the transfer of control to Level 3 Parent of GCL subsidiaries holding cable landing licenses (collectively, with GCL and Level 3 Parent, “Applicants”). Level 3 Parent and its special-purpose subsidiary, Apollo Amalgamation Sub, Ltd. (“Amalgamation Sub”), have entered into an agreement to acquire GCL through an amalgamation under Bermuda law (“Proposed Transaction”), resulting in GCL’s

businesses being wholly-owned and controlled by Level 3 Parent.¹ Post-consummation, Level 3 Parent will therefore indirectly own and control the Atlantic Crossing-1, Atlantic Crossing-2, Mid-Atlantic Crossing, Pan American Crossing, and South American Crossing undersea cable systems and hold an interest in the consortium-owned Americas-II undersea cable system.

Level 3 Parent's acquisition of GCL and its licensee subsidiaries will serve the public interest, convenience, and necessity by offering customers an expanded suite of services—globally-delivered transport, Internet protocol-based, data, content delivery, data center, collocation, and voice services—and more extensive geographic reach in North America, Latin America, Europe, and Asia with a combination of intercity and metro networks and undersea cable facilities. The acquisition will enhance growth opportunities by combining Level 3 Parent's premier position with wholesale and content customers with GCL's expertise serving national and multinational corporations and carrier customers. The acquisition will also join two competitive and complementary providers and greatly strengthen their ability to compete with larger competitors, such as AT&T and Verizon Business.

The Proposed Transaction will also return GCL and its businesses to U.S. management control and predominantly U.S. ownership—an outcome the Applicants expect will simplify arrangements with the national security and Team Telecom agencies. Whereas GCL is currently

¹ Concurrent with this application, the Applicants and their affiliates have filed applications to transfer control to Level 3 Parent of the international and domestic Section 214 authority and non-common-carrier satellite earth station authorizations of GCL's U.S. operating subsidiaries. Level 3 Parent has also filed a petition for declaratory ruling pursuant to 47 U.S.C. § 310(b)(4). Although neither GCL nor any of its subsidiaries currently holds any Title III radio licenses (much less common-carrier, aeronautical, or broadcast licenses), Level 3 Parent's subsidiary, TelCove FWL, Inc., continues to hold numerous LMDS and 39 GHz licenses, while its subsidiary Vyvx, LLC, continues to hold numerous common-carrier satellite earth station authorizations. Because consummation of the Proposed Transaction will increase aggregate foreign ownership in Level 3 Parent, TelCove FWL, Inc., and Vyvx, LLC, Level 3 Parent has petitioned the Commission to find that Level 3 Parent's proposed aggregate indirect foreign ownership would serve the public interest.

majority-owned and controlled by Singapore Technologies Telemedia Pte Ltd (“ST Telemedia”), a Singaporean investment holding company, consummation of the Proposed Transaction will result in ST Telemedia holding an indirect interest in Level 3 Parent—initially, approximately 24.47 percent, and not to exceed 34.5 percent, absent written consent by a majority of Level 3 Parent’s board of directors (excluding directors designated by ST Telemedia)—with a defined number of seats on Level 3 Parent’s board. The Applicants anticipate consummating the Proposed Transaction by August 2011.

The Proposed Transaction raises no public-interest concerns that would warrant an extended review or transaction-specific conditions for consent. Indeed, this consolidated application qualifies for presumptive streamlined processing under 47 C.F.R. § 1.767(k)(2)—as the Applicants are affiliated with foreign carriers lacking market power in the destination markets for the undersea cables licensed by the Commission—and the Applicants therefore request such treatment. Moreover, the Proposed Transaction creates no new combinations that would adversely affect competition in any geographic market for undersea cable capacity. Subsidiaries of Level 3 Parent and GCL both own undersea cable infrastructure on only a single route—the trans-Atlantic route—where they have long jointly owned a single cable system, with Level 3 Parent’s interest known as Yellow and GCL’s interest known as Atlantic Crossing-2, and where GCL subsidiaries also own Atlantic Crossing-1. This route is fiercely competitive, and more than 75 percent of the active capacity on this route will continue to be owned and controlled by unaffiliated cable owners.

I. BACKGROUND

A. Parties to the Proposed Transaction

1. Transferor-Related Entities

a. Global Crossing Limited (“GCL”)

GCL is a global telecommunications company. It is organized as a Bermuda exempted limited-liability company with its principal executive offices in Hamilton, Bermuda, and its principal administrative offices in Florham Park, New Jersey. GCL is a publicly-traded company listed on NASDAQ (symbol: GLBC). Through its subsidiaries, GCL owns and operates a global Internet Protocol (“IP”)-based fiber optic network directly connecting more than 300 cities in 30 countries. GCL uses this network to provide telecommunications services and data and IP-based services to corporations, government agencies, and telecommunications carriers. GCL’s U.S. operating subsidiaries hold numerous Commission authorizations for international telecommunications services, undersea cable facilities, and non-common-carrier satellite earth stations, and some of them rely on blanket authority to provide domestic telecommunications services.² Exhibit A to this application shows the organizational structure of GCL’s relevant U.S. operating subsidiaries. GCL is currently majority-owned and controlled by ST Telemedia, as shown in Exhibit B to this application. Following the consummation of the Proposed Transaction, GCL will be amalgamated with Amalgamation Sub and continue as Level 3 GC Limited—itsself a wholly-owned, direct subsidiary of Level 3 Parent.

b. ST Telemedia

ST Telemedia is a Singapore investment holding company, with investments in various information communications companies. It is organized as a private limited company under the

² GCL’s operating subsidiaries no longer hold any Commission wireless licenses.

laws of the Republic of Singapore. Following receipt of U.S. Government and other approvals, including Commission consents, ST Telemedia acquired control of GCL in December 2003.³ Through STT Crossing Ltd (“STT Crossing”) and another intermediate holding company, ST Telemedia indirectly holds a majority interest in GCL of approximately 59.9 percent. ST Telemedia is wholly-owned by Temasek Holdings (Private) Limited (“Temasek”), a Singapore-based investment holding company which in turn is wholly-owned by the Government of Singapore through the Minister for Finance.⁴

c. STT Crossing

STT Crossing is a holding company organized as a Mauritius limited-liability company. At present, STT Crossing directly holds a majority interest in GCL of approximately 59.9 percent. Following the consummation of the Proposed Transaction, STT Crossing will become a minority shareholder of Level 3 Parent. STT Crossing has entered into a Stockholder Rights Agreement with Level 3 Parent (specifying its rights and limiting its ability to make share acquisitions, as explained further below) and a voting agreement (whereby STT Crossing has agreed, subject to certain limited exceptions, to vote its GCL shares in favor of the amalgamation of GCL and Amalgamation Sub as contemplated in the Amalgamation Agreement).

³ *Global Crossing Ltd. (Debtor in Possession), Transferor, and GC Acquisition Limited, Transferee, Applications for Consent to Transfer Control of Various FCC Licenses, Order and Authorization*, 18 FCC Rcd. 20,301, 20,346-47 (IB, WCB, and WTB 2003) (“GCL Transfer Order”); *see also International Authorizations Granted*, Public Notice, 22 FCC Rcd. 12,888, 12,889 (2007) (approving increase in ST Telemedia’s indirect ownership from 61.5 percent as authorized in the *GCL Transfer Order* to 66.25 percent).

⁴ Temasek also holds a majority interest in Singapore Telecommunications Limited (“SingTel”), the principal provider of domestic and international telecommunications services in Singapore. Although Temasek holds a majority interest in each of ST Telemedia and SingTel, ST Telemedia and SingTel are legally separate entities and operate independently of each other, with only arms-length dealings between them.

2. Licensees

a. GT Landing II Corp. (“GT Landing II”)

GT Landing II (FRN No. 0006864540) is principally an owner and operator of the U.S.-territory portions of the following undersea cable systems, for which it holds cable landing licenses:

- ***Atlantic Crossing-1 (“AC-1”)***. AC-1 is a non-common carrier system connecting the Brookhaven Township, New York, with Sylt, Germany; Beverwijk, the Netherlands; and Whitesands, United Kingdom.⁵
- ***Atlantic Crossing-2 (“AC-2”)***. AC-2 refers to GT Landing II’s half-interest in a non-common carrier system connecting Brookhaven, New York, with Bude, United Kingdom.⁶ Level 3 Communications, LLC, is the other half-interest holder and joint cable landing licensee, though Level 3’s interest is known as the Yellow system.⁷

⁵ See *SSI Atlantic Crossing, LLC*, Cable Landing License, FCC File No. SCL-LIC-19970506-00003 (old FCC File No. SCL-97-002), 13 FCC Rcd. 5961 (Int’l Bur. 1997) (authorizing landings in Germany and the United Kingdom), *On Reconsideration*, 12 FCC Rcd. 17,435 (1997); *SSI Atlantic Crossing, LLC*, Modification of Cable Landing License, FCC File No. SCL-MOD-20000511-00018 (old FCC File No. SCL-97-002(M)), 13 FCC Rcd. 7171 (Int’l Bur. 1998) (authorizing landing in the Netherlands); *SSI Atlantic Crossing, LLC*, Order and Authorization, FCC File No. SCL-ASG-19981207-00028, 14 FCC Rcd. 10,492 (Int’l Bur. 1999) (consenting to *pro forma* assignment of cable landing license from SSI Atlantic Crossing, LLC, to GT Landing Corp.); *Actions Taken Under Cable Landing License Act*, Public Notice, FCC File No. SCL-ASG-20090917-00031, 24 FCC Rcd. 12,423 (2009) (accepting notification of *pro forma* assignment of cable landing license from GT Landing Corp. to GT Landing II).

⁶ See *Level 3 Landing Station, Inc., and GT Landing II Corp.*, Modification of Cable Landing License, FCC File No. SCL-MOD-20000511-00018, 15 FCC Rcd. 21,615 (Int’l Bur. 2000) (“AC-2 Cable Landing License”).

⁷ See *id.*; *Level 3 International, Inc.*, Cable Landing License, FCC File No. SCL-LIC-19990913-00019, 15 FCC Rcd. 842 (Int’l Bur. 2000); *AC-2 Cable Landing License*, 15 FCC Rcd. at 21,615 (noting prior *pro forma* assignment of cable landing license from Level 3 International, Inc., to Level 3 Landing Station, Inc., in FCC File No. SCL-ASG-20000310-00008); *Actions Taken Under Cable Landing License Act*, Public Notice, 24 FCC Rcd.

- **Mid-Atlantic Crossing (“MAC”)**: MAC is a non-common carrier system connecting Brookhaven, New York; Hollywood, Florida; and St. Croix, U.S. Virgin Islands—points entirely within the United States and its territories.⁸
- **Pan American Crossing (“PAC”)**. PAC is a non-common carrier system connecting Grover Beach, California; Tijuana and Mazatlan, Mexico; Jaco, Costa Rica;⁹ Fort Amador and Ambush Range, Panama; Puerto Viejo, Venezuela; and St. Croix, U.S. Virgin Islands.¹⁰
- **South American Crossing (“SAC”)**. SAC is a non-common carrier system connecting St. Croix, U.S. Virgin Islands, with Fortaleza, Rio de Janeiro and Santos, Brazil; Las Toninas, Argentina; Valparaiso, Chile; Lurin, Peru; and Fort Amador, Panama.¹¹

14,348 (2009) (accepting notification of *pro forma* assignment of cable landing license from Level 3 Landing Station, Inc., to Level 3 Communications, LLC).

⁸ See *MAC Landing Corp.*, Cable Landing License, FCC File No. SCL-LIC-19981030-00023, 14 FCC Rcd. 3981 (Int’l Bur. 1999); *Actions Taken Under Cable Landing License Act*, Public Notice, FCC File No. SCL-ASG-20090917-00030, 24 FCC Rcd. 12,423 (2009) (accepting notification of *pro forma* assignment of cable landing license from MAC Landing Corp. to GT Landing II).

⁹ In the course of preparing this application, the Applicants recently discovered that GT Landing II inadvertently had not sought to modify the PAC license to permit the extension of PAC to land in Costa Rica. GT Landing II regrets this oversight. GT Landing II has begun to prepare remedial applications, which will be filed as soon as practicable.

¹⁰ *PAC Landing Corp.*, Cable Landing License, FCC File No. SCL-LIC-19981103-00022, 14 FCC Rcd. 3989 (Int’l Bur. 1998); *Actions Taken Under Cable Landing License Act*, Public Notice, FCC File No. SCL-ASG-20090917-00029, 24 FCC Rcd. 12,423 (2009) (accepting notification of *pro forma* assignment of cable landing license from PAC Landing Corp. to GT Landing II).

¹¹ See *SAC Landing Corp.*, Cable Landing License, FCC File No. SCL-LIC-19990823-00015, 15 FCC Rcd. 3039 (Int’l Bur. 2000) (also authorizing landing in Buenaventura, Colombia, for a segment that was never constructed); *Actions Taken Under Cable Landing License Act*, Public Notice, FCC File No. SCL-ASG-20090917-00032, 24 FCC Rcd. 12,423 (2009) (accepting notification of *pro forma* assignment of cable landing license from Global Crossing Latin America & Caribbean Co. f/k/a SAC Landing Corp. to Global Crossing

This network of private cables was deployed to support a “carrier’s carrier” business, leading to increased facilities-based competition and the development of a robust infrastructure with increased capacity. In fact, the Commission has long sought to promote private cables precisely because of their competitive benefits.¹²

GT Landing II is a Delaware corporation with its principal executive offices in Rochester, New York. It is a wholly-owned, indirect subsidiary of GCL. Following the consummation of the Proposed Transaction, GT Landing II will be a wholly-owned, indirect subsidiary of Level 3 Parent.

b. Global Crossing Americas Solutions, Inc. (“GCAS”)

GCAS (FRN No. 0003755709) is principally a provider of international private-line voice, data, video, and business telecommunications services between the United States and Latin America and an incidental provider of interstate interexchange services. It is also a joint cable landing licensee for the Americas-II undersea cable system, a common-carrier, consortium-owned system in which GCAS holds a 0.04115-percent voting-and-equity interest. Americas-II connects Hollywood, Florida; Miramar, Puerto Rico; St. Croix, U.S. Virgin Islands; Le Lamentin, Martinique; Willemstad, Curaçao; Camuri, Venezuela; Chaguaramas, Trinidad & Tobago; Cayenne, French Guiana; and Fortaleza, Brazil.¹³ GCAS is a Delaware corporation

Telecommunications, Inc. (“GCTI”); *Actions Taken Under Cable Landing License Act*, Public Notice, FCC File No. SCL-ASG-20100419-00020, 25 FCC Rcd. 13,367 (2010) (accepting notification of *pro forma* assignment of cable landing license from GCTI to GT Landing II).

¹² See, e.g., *Review of Commission Consideration of Applications under the Cable Landing License Act*, Notice of Proposed Rulemaking, 15 FCC Rcd. 20,789, 20,794 ¶ 10 (2000).

¹³ See *AT&T Corp. et al.*, Memorandum Opinion, Order and Authorization, FCC File No. SCL-LIC-19980429-00019 (old FCC File Nos. SCL-98-003 and SCL-98-003A), 13 FCC Rcd. 22,541 (Int’l Bur. 1998) (granting joint interest in cable landing license to Impsat USA, Inc.); *Actions Taken Under Cable Landing License Act*, Public Notice, 22 FCC Rcd. 2254 (2006) (consenting to transfer of control of Impsat USA, Inc., from Impsat Fiber Networks, Inc., to

with its principal executive offices in Miami, Florida. GCAS also holds international Section 214 authority from the Commission and relies on blanket domestic Section 214 authority granted in 47 C.F.R. § 63.01. It was previously known as Impsat USA, Inc. GCAS is a wholly-owned, indirect subsidiary of GCL. Following the consummation of the Proposed Transaction, GCAS will be a wholly-owned, indirect subsidiary of Level 3 Parent.

3. Transferee Entities

a. Level 3 Parent

Level 3 Parent is a global telecommunications and information services company. It is a Delaware corporation headquartered in Broomfield, Colorado. Through its operating subsidiaries, Level 3 Parent offers a wide range of communications services over its extensive broadband fiber-optic network in North America, Europe, and Asia, including IP-based services, broadband transport, collocation services, and patented Softswitch-based managed modem and voice services. Level 3's operating subsidiaries hold numerous Commission authorizations for international telecommunications services, undersea cable facilities, satellite earth stations, and terrestrial wireless facilities, and they rely on blanket authority to provide domestic telecommunications services. Exhibit C to this application shows the organizational structure of Level 3 Parent's relevant U.S. operating subsidiaries. Level 3 is a publicly-traded company listed on NASDAQ (symbol: LVLT). Exhibit D to this application shows Level 3 Parent's current ownership.

GCL). *See also AT&T Corp. et al.*, Memorandum Opinion, Order and Authorization, FCC File No. ITC-214-19980430-00286 (old FCC File Nos. ITC-98-342 and -342A) 13 FCC Rcd. 22,535 (Int'l Bur. 1998) (granting companion joint Section 214 authority to Impsat USA, Inc.). The Applicants and their affiliates have separately sought Commission consent to transfer control of the international Section 214 authority associated with the Americas-II system as part of the consolidated application to transfer control of Section 214 authority, filed simultaneously with this application.

b. Amalgamation Sub

Amalgamation Sub is a Bermuda exempted limited-liability company established by Level 3 for the purpose of amalgamating with GCL. It has no operations and owns no infrastructure. Amalgamation Sub is a wholly-owned, direct subsidiary of Level 3 Parent. Following the consummation of the Proposed Transaction, Amalgamation Sub will be amalgamated with GCL into Level 3 GC Limited, itself a wholly-owned, direct subsidiary of Level 3 Parent.

c. Level 3 GC Limited

Level 3 GC Limited will be a Bermuda exempted limited-liability company established as a consequence of the amalgamation of GCL and Amalgamation Sub. The assets and liabilities of GCL and Amalgamation Sub—as described above—will become those of Level 3 GC Limited.

B. The Proposed Transaction

On April 10, 2011, GCL, Level 3 Parent, and Amalgamation Sub executed an Agreement and Plan of Amalgamation (“Amalgamation Agreement”) whereby GCL and Amalgamation Sub will, following the receipt of necessary stockholder and regulatory approvals, amalgamate pursuant to the Companies Act 1981 of Bermuda (“Companies Act”) and continue their existence as a single company, to be known as Level 3 GC Limited. An amalgamation under Bermuda law differs from a merger under the corporate laws of a U.S. state (*e.g.*, Delaware) in that there is no surviving corporation. Instead, the assets and liabilities of the amalgamating companies (here, GCL and Amalgamation Sub) become those of the amalgamated company (here, Level 3 GC Limited), and the certificate of amalgamation is equivalent to the certificate of incorporation of the amalgamated entity.

Pursuant to the Amalgamation Agreement, all GCL common shares and convertible preferred shares (excluding shares held by dissenting shareholders) will be cancelled and cease to exist. As consideration, existing shareholders of GCL (excluding dissenting shareholders) will receive shares in Level 3 Parent from an Exchange Fund established pursuant to the Amalgamation Agreement, with each GCL common or convertible preferred share to be exchanged for 16 shares of Level 3 Parent common stock. The shares of dissenting shareholders will be cancelled, and dissenting shareholders will receive the right to payment of fair value pursuant to the Companies Act. As a consequence of the Proposed Transaction, Level 3 GC Limited will be a wholly-owned, direct subsidiary of Level 3 Parent, as shown in Exhibit E to this application.

Based on Level 3 Parent's closing stock price on April 8, 2011, the Proposed Transaction is valued at \$23.04 for each GCL common share. Taken with GCL's net debt of approximately \$1.1 billion, consideration for the Proposed Transaction is valued at \$3.0 billion.

A Stockholder Rights Agreement by and between Level 3 Parent and STT Crossing, executed simultaneously with the Amalgamation Agreement, limits ST Telemedia's ability to make any share acquisitions unless, after giving effect to such share acquisitions, ST Telemedia's interest in Level 3 Parent is less than 34.5 percent, absent written consent by a majority of Level 3 Parent's board of directors (excluding directors designated by STT Crossing). The Stockholder Rights Agreement also grants to STT Crossing the right to designate a set number of directors on Level 3 Parent's board of directors as of closing, depending on the overall size of the board at closing. STT Crossing will have the right to designate three directors for a board of 13 or fewer members, four directors for a board of 14 to 16 members, and five directors for a board of 17 or more members. Thereafter, STT Crossing has the right to nominate

such number of designees to the board that is proportionate to its shareholding in Level 3. By contrast, STT Crossing currently has the right to appoint eight of the 10 directors on GCL's board.

II. INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(11)(i)

Pursuant to 47 C.F.R. § 1.767, the Applicants provide the following information in support of the Applicants' request for consent to transfer control from GCL to Level 3 Parent of the cable landing licenses held by GT Landing II and GCAS:

(1) Applicants' Names, Addresses, and Telephone Numbers¹⁴

The name, address, and telephone number of each Applicant are:

Transferor

GLOBAL CROSSING LIMITED
Wessex House
45 Reid Street
Hamilton HMI2
Bermuda
+441 296 8600 tel

Transferee

LEVEL 3 COMMUNICATIONS, INC.
1025 Eldorado Boulevard
Broomfield, Colorado 80021
+1 720 888 2283 tel

Licensees

GT LANDING II CORP.
225 Kenneth Drive
Rochester, New York 14623
+1 585 255 1100 tel

GLOBAL CROSSING AMERICAS
SOLUTIONS, INC.
701 Waterford Way, Suite 390
Miami, Florida 33126
+1 305 808 5934 tel

¹⁴ See 47 C.F.R. § 1.767(a)(1).

(2) Applicants' Places of Incorporation¹⁵

The Applicants' places of organization or incorporation are described in part I.A above.

(3) Contact Information¹⁶

The Commission should address correspondence regarding this application to:

Transferor/Licensees

Paul Kouroupas
Security Officer & Vice President,
Regulatory Affairs
GLOBAL CROSSING LIMITED
200 Park Avenue, Suite 300
Florham Park, New Jersey 07932
+1 973 937 0100 tel

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*Counsel for Level 3 Communications, Inc.
and Its Subsidiaries*

**(4)-(7) System Descriptions, Landing Points, Regulatory Status Information,
and Cable Ownership Information¹⁷**

No response is required.¹⁸

¹⁵ See *id.* § 1.767(a)(2).

¹⁶ See *id.* § 1.767(a)(3).

¹⁷ See *id.* §§ 1.767(a)(4)-(7).

¹⁸ See *id.* § 1.767(a)(11)(i).

(8) Corporate Control and Affiliate Information¹⁹

Level 3 Parent submits the following information specified in 47 C.F.R. §§ 63.18(h)-(k) and 63.18(o):

(i) Certification Regarding Ownership, Citizenship, Principal Business, and Interlocking Directorates²⁰

Diagrams showing the direct and indirect ownership of the Applicants are provided at Exhibits A and B. Exhibit A shows the pre-consummation ownership structures of the Applicants. Exhibit B shows the post-consummation ownership structure of the Applicants.

By its signature below, Level 3 Parent certifies that GT Landing II and GCAS will have the following 10-percent-or-greater shareholders following the consummation of the Proposed Transaction:

Global Crossing North America, Inc. (“GCNA”)

Address: 225 Kenneth Drive, Rochester, New York 14623-4277

Citizenship: New York, USA

Principal Business: telecommunications

Relationship: 100 percent owner of GT Landing II

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

Global Crossing Holdings Limited (“GCHL”)

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda

Citizenship: Bermuda

Principal Business: holding company

Relationship: owns 100 percent of GCNAH

¹⁹ See *id.* § 1.767(a)(8).

²⁰ See *id.* § 63.18(h).

Level 3 GC Limited

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda

Citizenship: Bermuda

Principal Business: holding company

Relationship: owns 100 percent of GCHL

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 GC Limited

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 17.34 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 24.47 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.

GCHL will continue to hold its interest in GCAS through the following intermediate companies:

Impsat Fiber Networks, Inc.

Address: Elvira Rawson de Dellepiane, 150 Piso 8, C1107 BCA, Buenos Aires, Argentina

Citizenship: Delaware

Principal Business: holding company

Relationship: owns 100 percent of GCAS

GC Impsat Holdings II Ltd.

Address: 10 Fleet Place, 7th Floor, London EC4M 7RB, England

Citizenship: United Kingdom

Principal Business: holding company

Relationship: owns 100 percent of Impsat Fiber Networks, Inc.

GC Impsat Holdings I Ltd.

Address: 10 Fleet Place, 7th Floor, London EC4M 7RB, England

Citizenship: United Kingdom

Principal Business: holding company

Relationship: owns 100 percent of GC Impsat Holdings II Ltd.

GC Impsat Holdings Netherlands B.V.

Address: 10 Fleet Place, 7th Floor, London EC4M 7RB, England

Citizenship: Netherlands

Principal Business: holding company

Relationship: owns 100 percent of GC Impsat Holdings I Ltd.

Global Crossing Holdings Limited (“GCHL”)

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda

Citizenship: Bermuda

Principal Business: holding company

Relationship: owns 100 percent of GC Impsat Holdings Netherlands B.V.

Following the consummation of the Proposed Transaction, Level 3 Parent will have the following interlocking directorates with foreign carriers:

- Jeffrey K. Storey, who is President and Chief Operating Officer of Level 3 Parent, is also a Director of Level 3 Communications Canada Co.

- Robert M. Yates, who is Senior Vice President, Assistant Chief Legal Officer, and Assistant Secretary of Level 3 Parent, is also a Director of Level 3 Communications (Austria) Limited (Austria); a Director of Level 3 Communications S.A. (Belgium); a Director of Level 3 Communications EOOD (Bulgaria); a Director of Level 3 Communications Canada Co. (Canada); a Director of Level 3 Communications (Denmark) Limited (Denmark); a Director of Level 3 Communications S.A.S. (France); a Director of Level 3 Communications GmbH (Germany); a Director of Level 3 Communications Limited (Ireland); a Director of Level 3 Communications (Ireland) Limited (Ireland); a Director of Level 3 Communications SrL (Italy); a Director of Level 3 Communications K.K. (Japan); a Director of Level 3 Communications S.a.r.l. (Luxembourg); a Director of Level 3 Communications B.V. (the Netherlands); a Director of Level 3 Communications S.R.L. (Romania); a Director of Level 3 Communications SLU (Spain); a Director of Level 3 Communications AB (Sweden); Director of Level 3 Communications Limited (United Kingdom); and a Director of Level 3 Communications (Servecast) Limited (United Kingdom).

(ii) Certification Regarding Certification Regarding Foreign Carrier Status and Foreign Affiliations²¹

By the signature below, Level 3 Parent certifies that it is not presently a foreign carrier and that it is presently affiliated with the foreign carriers listed in Table 1 below.

²¹ See *id.* §§ 1.767(a)(8), 63.18(i).

Table 1: Level 3 Parent Foreign Affiliates

Destination Country	Foreign Affiliate(s)
Austria	Vienna branch office of Level 3 Communications (Austria) Limited
Belgium	Level 3 Communications S.A.
Bulgaria	Level 3 Communications EOOD
Canada	Level 3 Communications Canada Co.
Czech Republic	Level 3 Communications s.r.o.
Denmark	Hellerup branch office of Level 3 Communications (Denmark) Limited
Finland	Level 3 Communications Oy
France	Level 3 Communications S.A.S.
Germany	Level 3 Communications GmbH
Hungary	Level 3 Communications Távközlési Korlátolt Felelősségű Társaság
Ireland	Level 3 Communications Limited
	Level 3 Communications (Ireland) Limited
Italy	Level 3 Communications Srl
Japan	Level 3 Communications K.K. ²²
Luxembourg	Level 3 Communications S.a.r.l.
The Netherlands	Level 3 Communications B.V.
Norway	Oslo branch office of Level 3 Communications AB
Poland	Warsaw branch office of Level 3 Communications GmbH
Romania	Level 3 Communications S.R.L.
Slovakia	Level 3 Communications spol. s.r.o.
Spain	Level 3 Communications SLU
Sweden	Level 3 Communications AB
Switzerland	Level 3 Communications AG
United Kingdom	Level 3 Communications Limited
	Level 3 Communications (Servecast) Limited

By the signature below, Level 3 Parent further certifies that following the consummation of the Proposed Transaction, it will not be a foreign carrier and it will also be affiliated with the foreign carriers listed in Table 2 below:

²² This affiliation was previously notified to the Commission under the name WiTel Communications K.K. See FCC File No. FCN-NEW-20060124-00004. The entity has since changed its name.

Table 2: Entities Controlled by GCL and Its Affiliates

Destination Country	Foreign Affiliate(s)
Argentina	GC SAC Argentina S.R.L. Global Crossing Argentina S.A.
Australia	Global Crossing Australia Pty. Limited
Austria	Global Crossing PEC Österreich GmbH
Belgium	Global Crossing Belgie b.v.b.a
Brazil	Global Crossing Comunicacoes do Ltda.
Canada	Global Crossing Telecommunications Canada Ltd.
Chile	Global Crossing Chile S.A.
Colombia	Global Crossing Colombia S.A.
Costa Rica	Global Crossing Costa Rica S.R.L.
Czech Republic	Global Crossing PEC Czech s.r.o.
Denmark	Global Crossing PEC Danmark ApS
Ecuador	Global Crossing Comunicaciones Ecuador S.A.
France	GC Pan European Crossing France s.a.r.l.
Germany	Global Crossing PEC Deutschland GmbH
Hong Kong	Global Crossing Hong Kong Limited
Ireland	Global Crossing Ireland Limited
Italy	Global Crossing PEC Italia s.r.l.
Japan	Global Crossing Japan K.K.
Mexico	Global Crossing Landing Mexicana S. de R.L.
The Netherlands	Global Crossing PEC Nederland B.V.
Norway	GC Pan European Crossing Norge As
Panama	Global Crossing Panama Inc.
Peru	SAC Peru S.R.L.
Singapore	Global Crossing Singapore Pte. Ltd.
Spain	Global Crossing PEC España S.A.
Sweden	Global Crossing Sverige A.B.
Switzerland	Global Crossing PEC Switzerland GmbH
Turkey	Global Crossing PEC Telekomünikasyon Hizmetleri Limited Şirketi
Ukraine	Global Crossing PEC Ukraine LLC
United Kingdom	Global Crossing (UK) Telecommunications Limited
Uruguay	GC SAC Argentina S.R.L. (Uruguay Branch)
Venezuela	Global Crossing Venezuela S.A.

(iii) Certification Regarding Destination Markets²³

By the signature below, Level 3 Parent certifies to the following:

²³ See 47 C.F.R. §§ 1.767(a)(8), 63.18(j).

- Level 3 Parent is not—and following the consummation of the Proposed Transaction, will not be—a foreign carrier in any of the destination markets for Americas-II, AC-1, AC-2, MAC, PAC, or SAC, as described in Tables 1 and 2 above;
- Upon consummation of the Proposed Transaction, Level 3 Parent will control various non-dominant foreign carriers in destination markets for AC-1 and AC-2, as described in Table 3 below:²⁴

Table 3: Level 3 Parent’s Post-Consummation Foreign Affiliates in the Destination Markets for AC-1 and AC-2		
Destination Country	Foreign Affiliates	Cable Station Ownership in Destination Market?
Germany	Global Crossing PEC Deutschland GmbH	yes
The Netherlands	Global Crossing PEC Nederland B.V.	yes
	Level 3 Communications B.V.	no
United Kingdom	Global Crossing (UK) Telecommunications Limited	yes
	Level 3 Communications Limited	yes (Yellow/AC-2)
	Level 3 Communications (Servecast) Limited	no

- Upon consummation of the Proposed Transaction, Level 3 will not control any foreign carrier in the destination markets for MAC, as MAC does not land in any foreign country;

²⁴ The proposed affiliations by Level 3 Communications, LLC—the cable landing licensee for the Yellow system—with the U.K. foreign carriers listed in Table 3 upon consummation of the Proposed Transaction are eligible for post-transaction notification pursuant to 47 C.F.R. §§ 1.767(a)(11)(ii) and 1.768. Level 3 Communications, LLC will therefore make post-transaction notifications.

- Upon consummation of the Proposed Transaction, Level 3 Parent will control various non-dominant foreign carriers in the destination markets for PAC, as described in

Table 4 below:

Table 4: Level 3 Parent's Post-Consummation Foreign Affiliates in the Destination Markets for PAC		
Destination Country	Foreign Affiliates	Cable Station Ownership in Destination Market?
Costa Rica	Global Crossing Costa Rica S.R.L.	no
Mexico	Global Crossing Landing Mexicana S. de R.L.	yes (PAC)
Panama	Global Crossing Panama Inc.	no
Venezuela	Global Crossing Venezuela S.A.	yes (PAC)

- Upon consummation of the Proposed Transaction, Level 3 Parent will control various non-dominant foreign carriers in the destination markets for SAC, as described in

Table 5 below:

Table 5: Level 3 Parent's Post-Consummation Foreign Affiliates in the Destination Markets for SAC		
Destination Country	Foreign Affiliates	Cable Station Ownership in Destination Market?
Argentina	GC SAC Argentina S.R.L.	yes (SAC)
	Global Crossing Argentina S.A.	no
Brazil	Global Crossing Comunicacoes do Brasil Ltda.	yes
Chile	Global Crossing Chile S.A.	yes (SAC)
Panama	Global Crossing Panama Inc.	no
Peru	SAC Peru S.R.L.	no (SAC)

- Upon consummation of the Proposed Transaction, Level 3 Parent will control non-dominant foreign carriers in Brazil and Venezuela, two of the destination markets for Americas-II, as described in Table 6 below:

Table 6: Level 3 Parent's Post-Consummation Foreign Affiliates in the Destination Markets for Americas-II		
Destination Country	Foreign Affiliates	Cable Station Ownership in Destination Market?
Brazil	Global Crossing Comunicacoes do Brasil Ltda.	yes (SAC)
Curaçao	None	no
French Guiana	None	no
Martinique	None	no
Trinidad & Tobago	None	no
Venezuela	Global Crossing Venezuela S.A.	yes (PAC/SAC)

- No entity controlling a foreign carrier in any of the destination markets listed in Tables 3 through 6 above owns more than 25 percent of Level 3 Parent or controls Level 3 Parent; and
- No grouping of two or more foreign carriers (or parties that control foreign carriers) owns, in aggregate, more than 25 percent of Level 3 Parent and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(iv) Certification Regarding WTO Status, Market Power, and the Effective Competitive Opportunities Test²⁵

By its signature below, Level 3 Parent certifies that the countries identified above in response to 47 C.F.R. §§ 1.767(a)(8) and 63.18(j)—Argentina, Brazil, Chile, Costa Rica,

²⁵ See *id.* §§ 1.767(a)(8), 63.18(k).

Germany, Mexico, the Netherlands, Panama, Peru, the United Kingdom, and Venezuela—are all members of the World Trade Organization.²⁶

(v) Certification Regarding the Anti-Drug Abuse Act of 1988²⁷

By its signature below, Level 3 Parent certifies that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.²⁸

(9) Certification Regarding Compliance with Routine Conditions²⁹

By its signature below, Level 3 Parent certifies that it, GT Landing II, and GCAS each accept and will abide by the routine conditions specified in 47 C.F.R. § 1.767(g).

(10) Other Information³⁰

(i) Public-Interest Benefits

The Proposed Transaction will yield affirmative public interest benefits. Level 3 Parent's acquisition of GCL will allow the combined company to offer customers an expanded suite of services, including globally-delivered transport, Internet protocol-based, data, content delivery, data center, collocation, and voice services. It will also provide the combined company with greater geographic reach in North America, Latin America, Europe, and Asia, with a

²⁶ List of WTO Members and Observers (as of July 23, 2008), *available at* http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm.

²⁷ See 47 C.F.R. §§ 1.767(a)(8), 63.18(o).

²⁸ 21 U.S.C. § 862(a). Public Law 100-690, title V, Section 5301 (Nov. 18, 1988), 102 Stat. 4310, which related to denial of Federal benefits to drug traffickers and possessors—previously codified at 21 U.S.C. § 853(a)—was renumbered section 421 of the Controlled Substances Act by Public Law 101-647, title X, Section 1002(d)(1) (Nov. 29, 1990), 104 Stat. 4827, and has been recodified as 21 U.S.C. § 862(a). 47 C.F.R. § 63.18(o) does not reflect this recodification.

²⁹ See *id.* §§ 1.767(a)(9), (g).

³⁰ See *id.* §§ 1.767(a)(10), (g).

combination of intercity and metro networks and undersea cable facilities. These combined service portfolios and distribution channels will allow the combined company to better address the needs of enterprises, content providers, carriers, and governments

The acquisition will enhance growth opportunities by combining Level 3 Parent's premier position with local and regional enterprises and wholesale and content customers with GCL's expertise serving national and multinational corporations and carrier customers. The acquisition will also join two competitive and complementary providers and greatly strengthen their ability to compete with larger competitors in the U.S. market, particularly AT&T and Verizon Business.

Consummation of the Proposed Transaction is expected to improve Level 3's credit profile and significantly strengthen its balance sheet. Level 3 also expects its improved cash flow will permit further domestic and international network expansion.

The Applicants expect the return of GCL and its businesses to U.S. management control and predominantly U.S. ownership as a consequence of the Proposed Transaction will simplify arrangements with the national security and Team Telecom agencies. ST Telemedia's majority interest (through STT Crossing) in GCL will be replaced by a minority interest initially of approximately 24.47 percent in Level 3 Parent and not to exceed 34.5 percent absent written consent by a majority of Level 3 Parent's directors (excluding directors designated by ST Telemedia). ST Telemedia's right to appoint (through STT Crossing) directors to GCL's board of directors (8 out of 10 seats) will be replaced by the right to designate to Level 3 Parent's board 3, 4, or 5 seats as of the closing of the Proposed Transaction, depending on whether the board has fewer than 13, 14-16, or 17 or more directors, respectively as of the closing of the Proposed Transaction. Thereafter, ST Telemedia shall have the right to nominate (through STT Crossing)

such number of directors to Level 3 Parent's board that is proportional to the shareholding in Level 3 Parent. The Proposed Transaction raises no public-interest concerns that would warrant an extended review or transaction-specific conditions for consent.

(ii) Absence of Anti-Competitive Effects

The Proposed Transaction creates no new combinations that would adversely affect competition in any geographic market for undersea cable capacity. Subsidiaries of Level 3 Parent and GCL both own overlapping undersea cable infrastructure on only a single route—the trans-Atlantic route—where they have long jointly owned, and cooperated on maintenance for, Yellow/AC-2, and where GCL also owns AC-1.

The trans-Atlantic route is one of the world's most competitive, with eight or nine independent cable systems (depending on the counting of Yellow/AC-2) with a total of 13 cable spans. Competing systems include Apollo, Columbus-III, FLAG Atlantic 1, Hibernia Atlantic, TAT-14, and TGN Atlantic. All of these systems except Columbus-III were installed more recently than AC-1 and Yellow/AC-2. All of these systems except Columbus-III and Hibernia Atlantic have higher potential capacities than AC-1 and Yellow/AC-2, based on current installed infrastructure.³¹

The vast majority of the active capacity on this route—and the cable stations on each end of the route—will continue to be owned and controlled by unaffiliated cable owners. On a combined basis, the trans-Atlantic undersea cable systems currently controlled by Level 3 Parent and GCL represent 2,465 Gbps of 2009 active trans-Atlantic capacity (23.17 percent); 3,635 Gbps of the estimated 2010 active trans-Atlantic capacity (27.99 percent), 3,795 Gbps of the

³¹ See Federal Communications Commission, 2009 Section 43.82 Circuit Status Data, at 32, Table 7-A (2010).

estimated 2011 active trans-Atlantic capacity (24.06 percent), and 4,155 Gbps of the estimated 2012 active trans-Atlantic capacity (24.86 percent).³²

Moreover, as of 2010, only 16 percent of the potential capacity on the trans-Atlantic route was lit, *i.e.*, in service.³³ Cable operators on the trans-Atlantic route therefore have significant ability to increase capacity on their systems—and enhance competition—even before considering the kinds of upgrades that have allowed cable operators to significantly increase the design capacities and lifespans of their systems.

(iii) Request for Non-Dominant Treatment on the U.S.-Singapore Route

The Applicants request that the Commission decline to require the Applicants to comply with the reporting requirements in 47 C.F.R. § 1.767(l) with respect to the U.S.-Singapore route. *First*, the Applicants submit that the Commission erroneously required the licensees to comply with 47 C.F.R. § 1.767(l) at the time of GCL’s acquisition of Impsat USA, Inc. (with respect to Americas-II).³⁴ Like AC-1, AC-2, PAC, and SAC, Americas-II does not land in Singapore.

³² See *id.*

³³ See Telegeography, 2011 Submarine Cable Map, *available at* www.telegeography.com/telecom-maps/submarine-cable-map.

³⁴ See *Actions Taken Under Cable Landing License Act*, Public Notice, 22 FCC Rcd. 2254 (2007) (stating with respect to GCL’s acquisition of Impsat USA, Inc., and its interest in Americas-II, that “Applicants agree to accept and abide by the reporting requirements set out in Section 1.767(l) of the Commission’s rules, 47 C.F.R. § 1.767(l), for the U.S.-Singapore and U.S.-Indonesia routes.”). *But see GCL Transfer Order*, 18 FCC Rcd. at 20,338 ¶ 44 (footnote omitted) (stating that “New GX agrees to have the Submarine Cable Subsidiaries accept and abide by the reporting requirements set out in section 1.767(l) of the Commission’s rules. These reporting requirements apply only to licensees affiliated with carriers with market power in a cable’s destination market. None of the cables covered by the submarine cable licenses at issue in this docket lands in Singapore or Indonesia, the only two markets where the Submarine Cable Subsidiaries will become affiliated with a carrier having market power. Thus, because there is no basis in the record to impose special safeguards in this case, the Submarine Cable Subsidiaries need not file the reports required by section 1.767(l).”). Although the Commission originally classified GCL’s authorized subsidiaries as dominant on the U.S.-Indonesia route, *GCL Transfer Order*, 18 FCC Rcd. at

Consequently, the Applicants need not comply with 47 C.F.R. § 1.767(l), which applies only where “[a]ny licensee that is, or is affiliated with, a carrier with market power in any of *the cable’s* WTO Member destination countries.” *Second*, following the consummation of the Proposed Transaction, the Applicants will not be affiliated with dominant foreign carriers or cable station owners in Singapore, as the transaction will dilute the indirect interests of ST Telemedia below the threshold for affiliation specified in 47 C.F.R. § 63.09(e) and the Note to 47 C.F.R. § 1.767.

III. CERTIFICATION REGARDING SERVICE TO EXECUTIVE BRANCH AGENCIES

Pursuant to 47 C.F.R. § 1.767(j),³⁵ the Applicants have sent a complete copy of this application to the U.S. Department of State, the U.S. Department of Commerce, and the Defense Information Systems Agency. Level 3 Parent’s counsel has certified such service in the certificate of service attached to this application.

IV. REQUEST FOR STREAMLINED PROCESSING

The Applicants request streamlined processing pursuant to 47 C.F.R. § 1.767(k)(2). The foreign carrier affiliates identified in response to 47 C.F.R. §§ 1.767(a)(8) and 63.18(j) above each lack market power individually and collectively on a country-by-country basis and therefore qualify for a presumption of non-dominance pursuant to 47 C.F.R. § 63.10(a)(3). Each of these foreign carriers possesses significantly less than 50 percent market share (whether individually or collectively on a country-by-country basis) in the international transport and local access markets

20,347 ¶ 62, it subsequently reclassified them as non-dominant. *See International Authorizations Granted*, Public Notice, 25 FCC Rcd. 1860, 1863 (2010) (noting termination of affiliation with dominant Indonesian carrier).

³⁵ *See* 47 C.F.R. § 1.767(j).

on the foreign end of each route. The application raises no competition or public interest concerns that would merit consideration outside the Commission's streamlined review process.

CONCLUSION

The Applicants respectfully request that the Commission grant consent, pursuant to streamlined processing, for the transfer of control to Level 3 Parent of the cable landing licenses held by GCL's subsidiaries GT Landing II and GCAS.

Respectfully submitted,

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*Counsel for Level 3 Communications, Inc.
and Its Subsidiaries*

12 May 2011

Attachments

CERTIFICATE OF SERVICE

I, Kent D. Bressie, hereby certify that consistent with 47 C.F.R. § 1.767(j), I have served copies of the foregoing application for consent to transfer control of cable landing licenses by hand- or overnight delivery on this 12th day of May 2011, to the following:

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

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Washington, D.C. 20230

Hillary J. Morgan
Deputy General Counsel, Regulatory &
International Law
DEFENSE INFORMATION SYSTEMS AGENCY
6910 Cooper Avenue
Fort Meade, Maryland 20755

A handwritten signature in black ink, appearing to read "Kent D. Bressie", is written over a horizontal line.

Kent D. Bressie

LIST OF EXHIBITS

Exhibit A: Organizational Structure of Global Crossing Limited's Relevant U.S. Operating Subsidiaries

Exhibit B: Pre-Consummation Ownership of Global Crossing Limited

Exhibit C: Organizational Structure of the Relevant U.S. Operating Subsidiaries of Level 3 Communications, Inc.

Exhibit D: Pre-Consummation Ownership of Level 3 Communications, Inc.

Exhibit E: Post-Consummation Ownership of Level 3 Communications, Inc.

Exhibit A:

Global Crossing Limited and Its Relevant U.S. Operating Subsidiaries

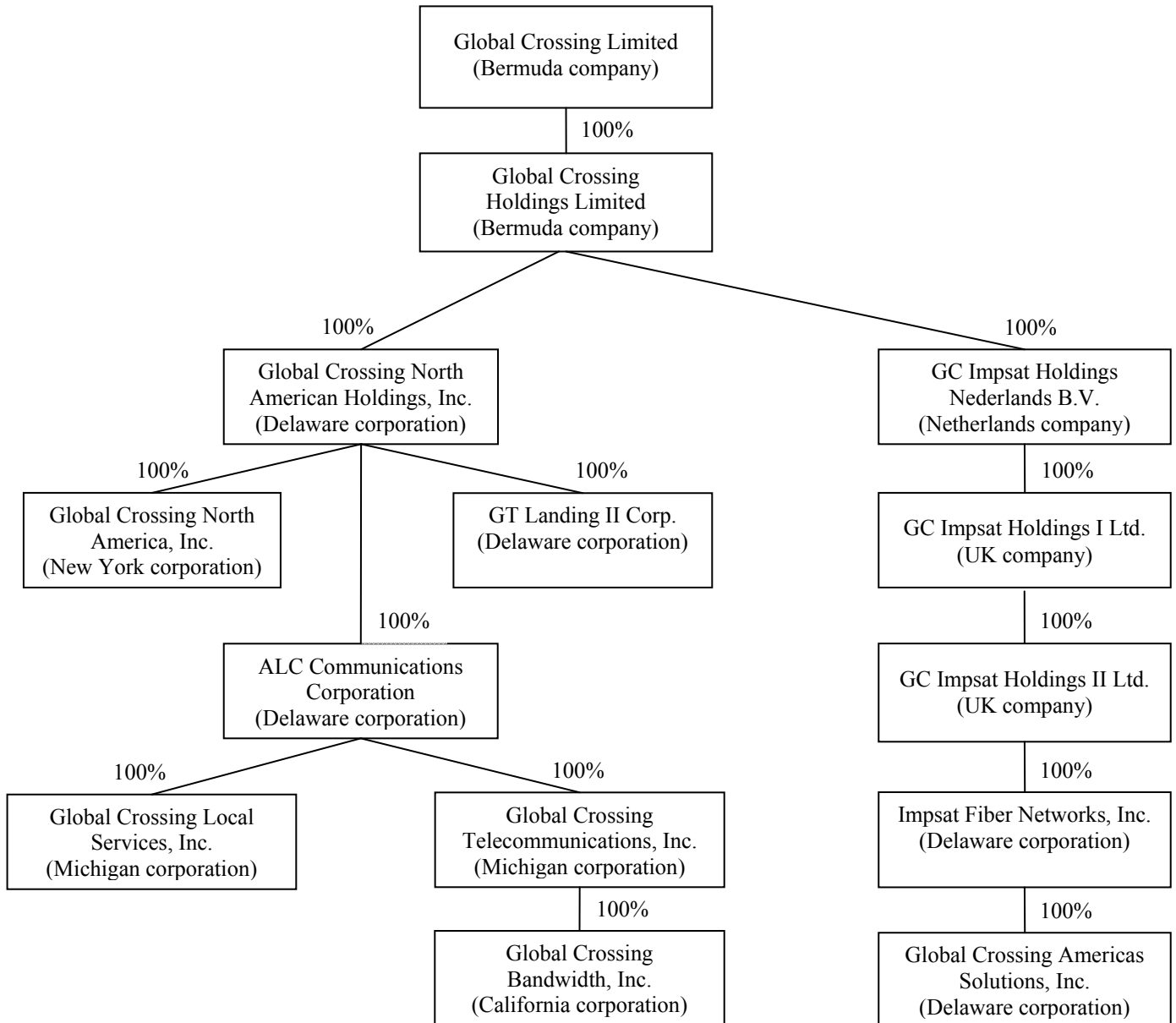


Exhibit B:

Pre-Consummation Ownership of Global Crossing Limited

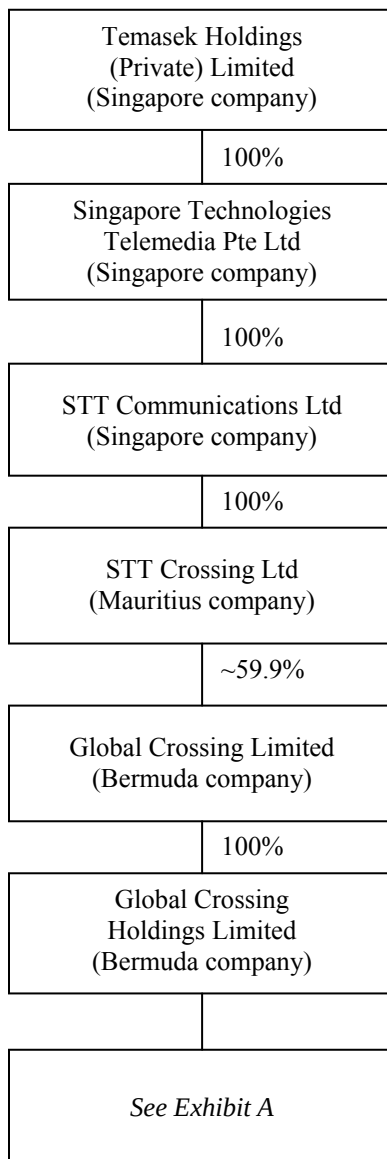


Exhibit C:

Level 3 Communications Inc. and Its Relevant U.S. Operating Subsidiaries

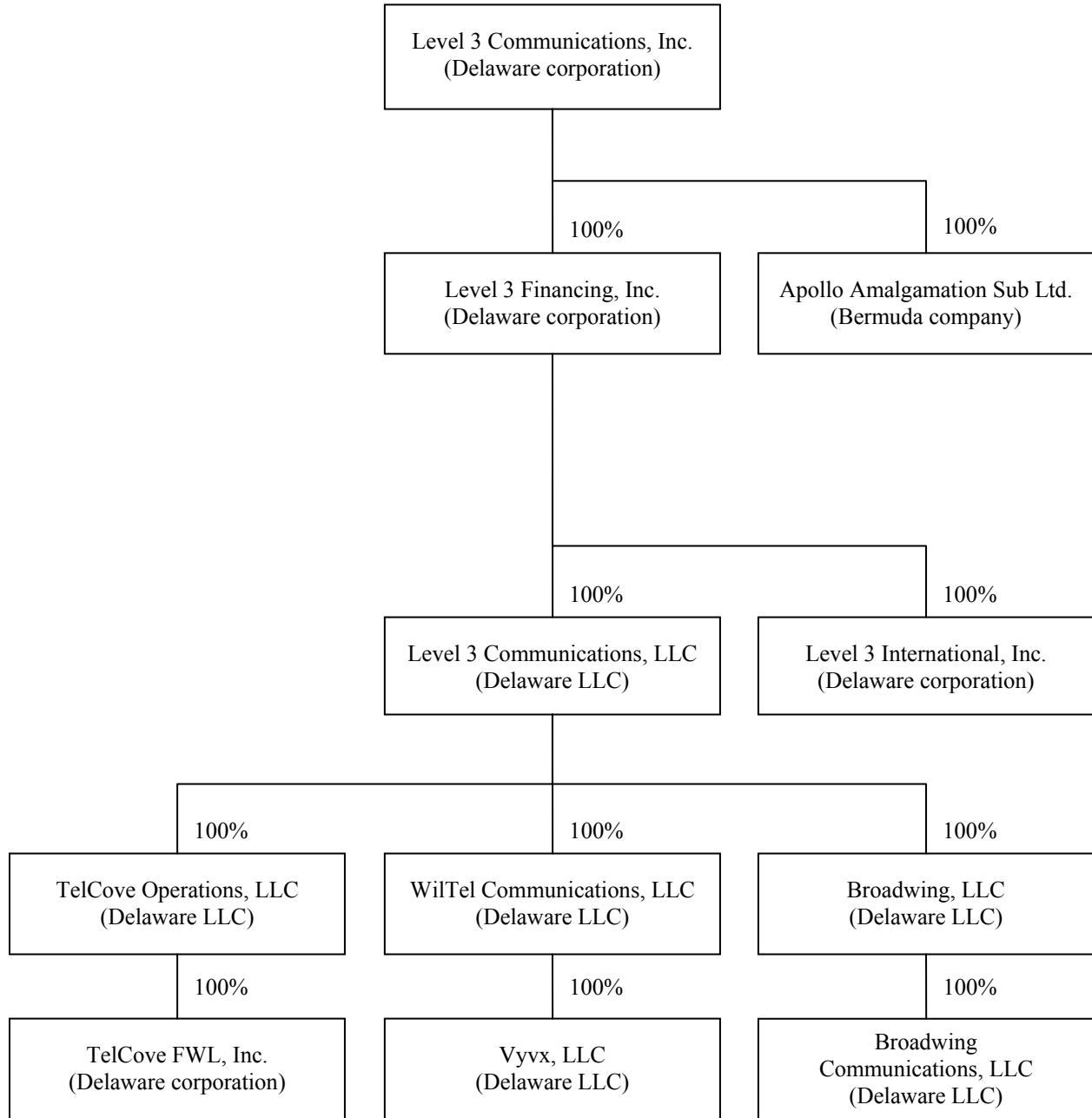


Exhibit D:

Pre-Consummation Ownership of Level 3 Communications, Inc.

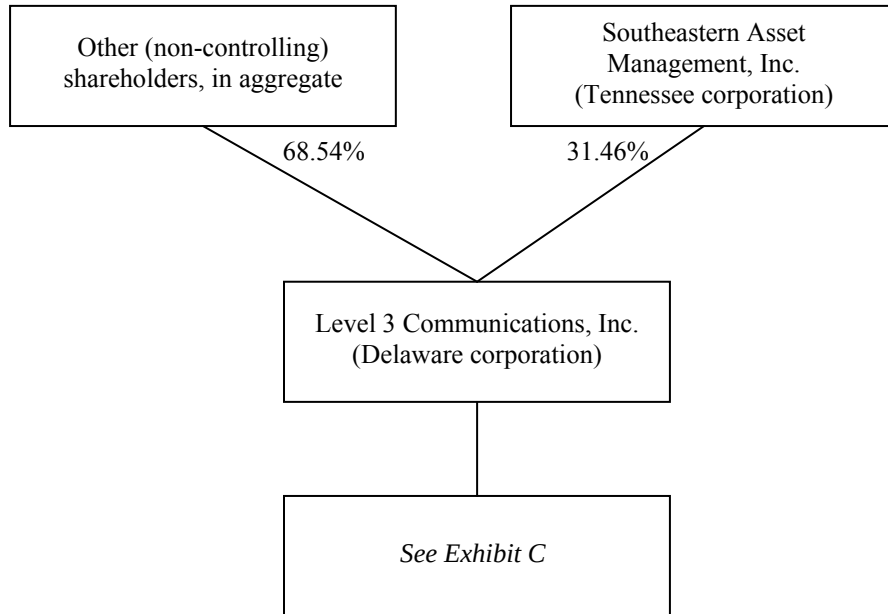


Exhibit E:

Post-Consummation Ownership of Level 3 Communications, Inc.

