



WILTSHIRE  
& GRANNIS LLP

1200 18TH STREET, N.W., STE. 1200  
WASHINGTON, D.C. 20036-2516  
U.S.A.

TEL +1 202 730 1337  
FAX +1 202 730 1301  
WWW.WILTSHIREGRANNIS.COM

ATTORNEYS AT LAW

2 December 2013

**BY ELECTRONIC FILING**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

*RE: Notification of Pro Forma Transfers of Control of Cable Landing Licenses, FCC File Nos. SCL-LIC-19970506-00003, SCL-LIC-19990913-00019/SCL-ASG-20000310-00008, SCL-LIC-19981030-00023, SCL-LIC-19981103-00022, and SCL-LIC-19990823-00015*

Pursuant to 47 C.F.R. § 1.767(g)(7), Global Crossing Telecommunications, Inc. (“GCTI,” FRN 0002850519), hereby notifies the Commission of a *pro forma* transfer of control of the above-referenced cable landing licenses for the Atlantic Crossing-1, Mid-Atlantic Crossing, Pan American Crossing, and South American Crossing submarine cable systems and a half-interest in the Atlantic Crossing-2 submarine cable system.<sup>1</sup>

GCTI is a wholly-owned, indirect subsidiary of Level 3 Communications, Inc. (“Level 3 Parent”), as it has been since Level 3 Parent acquired Global Crossing Limited in 2011 following Commission review and consent.<sup>2</sup> Subsequent to that acquisition, Level 3 Parent undertook an internal reorganization process involving direct and indirect parent entities of GCTI in order to simplify the ownership structure of Level 3 Parent’s holding and operating companies and to discharge the debt of Global Crossing Limited. This reorganization included the following steps:

---

<sup>1</sup> See FCC File Nos. SCL-LIC-19970506-00003 (Atlantic Crossing-1), SCL-LIC-19990913-00019 and SCL-ASG-20000310-00008 (Atlantic Crossing-2), SCL-LIC-19981030-00023 (Mid-Atlantic Crossing), SCL-LIC-19981103-00022 (Pan American Crossing), and SCL-LIC-19990823-00015 (South American Crossing). These licenses were assigned from GT Landing II Corp. to GCTI in a separate *pro forma* transaction previously notified to the Commission. See *Actions Taken Under the Cable Landing License Act*, Public Notice, 28 FCC Rcd. 12,969, 12,970 (Int’l Bur. 2013); FCC File No. SCL-ASG-20130809-00007.

<sup>2</sup> *Applications filed by Global Crossing Limited and Level 3 Communications, Inc. for Consent to Transfer Control*, Memorandum Opinion and Order and Declaratory Ruling, 26 FCC Rcd. 14,056 (Int’l, Wireless Tel., and Wireline Comp. Burs. 2011).

**WILTSHIRE & GRANNIS LLP**

Ms. Marlene H. Dortch  
2 December 2013  
Page 2

- (1) Level 3 Parent contributed all of the issued and outstanding shares of Level 3 GC Limited (“Level 3 GCL”) to Level 3 Financing, Inc. (“Level 3 Financing”), in a transaction consummated on October 4, 2011;
- (2) Level 3 GCL sold all of the issued and outstanding shares of Global Crossing North American Holdings (“GCNAH”) to Level 3 Communications, LLC (“Level 3 LLC”) in satisfaction of a loan payable to Level 3 LLC, in a transaction consummated on October 4, 2011;
- (3) Level 3 Financing caused the merger of Global Crossing Holdings Limited into Level 3 GCL, with Level 3 GCL surviving, in a transaction consummated on December 31, 2012; and
- (4) Global Crossing North American Holdings, Inc., caused the merger of ALC Communications Corporation into Global Crossing North America, Inc. (“GCNI”), with GCNI surviving, in a transaction consummated on December 31, 2012.

In Exhibit A, GCTI details its pre-consummation ownership structure. In Exhibit B, GCTI details its post-consummation ownership structure.

Before and after the execution of each of these steps (collectively, the “*Pro Forma Transactions*”), the cable landing licenses for the above-referenced submarine cable systems remained under the indirect ownership and control of Level 3 Parent.

GCTI’s contact information is as follows:

GLOBAL CROSSING TELECOMMUNICATIONS, INC.  
225 Kenneth Drive  
Rochester, New York 14623  
+1 585 255 1100 tel

GCTI is a Michigan corporation engaged in the business of telecommunications. GCTI has the following 10-percent-or-greater direct or indirect shareholders:

**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 GCTI

## **WILTSHIRE & GRANNIS LLP**

Ms. Marlene H. Dortch  
2 December 2013  
Page 3

### **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

### **Level 3 Communications, LLC**

*Address:* 1025 Eldorado Blvd., Broomfield, Colorado 80021

*Citizenship:* Delaware, USA

*Principal Business:* telecommunications

*Relationship:* owns 100 percent of GCNAH

### **Level 3 Financing, Inc.**

*Address:* 1025 Eldorado Blvd., Broomfield, Colorado 80021

*Citizenship:* Delaware, USA

*Principal Business:* holding company

*Relationship:* owns 100 percent of Level 3 Communications, LLC

### **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 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 21.94 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 24.93 percent of Level 3 Parent

**WILTSHIRE & GRANNIS LLP**

Ms. Marlene H. Dortch  
2 December 2013  
Page 4

**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.

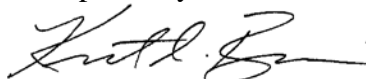
By the attached certification, GCTI certifies that the transfer of control effected by the *Pro Forma* Transactions was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, did not result in a substantive assignment or transfer of control.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

GCTI regrets that this notification was not made within 30 days of consummation of the *Pro Forma* Transactions but submits that no public-interest harms have result from the delay in filing this notification.

\* \* \* \* \*

Please contact me by telephone at +1 202 730 1337 or by e-mail at [kbressie@wiltshiregrannis.com](mailto:kbressie@wiltshiregrannis.com) with any questions regarding this notification.

Respectfully submitted,



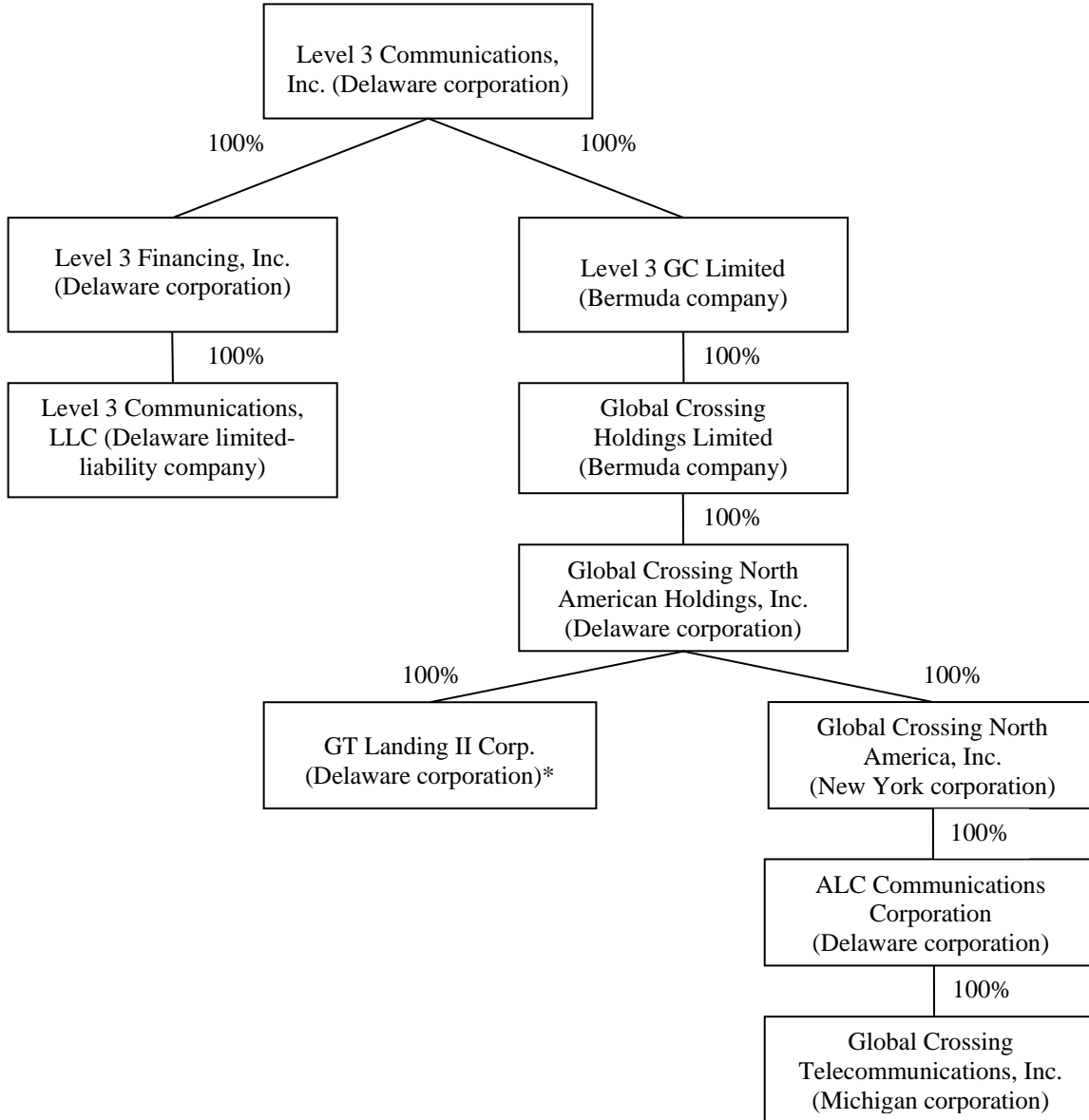
Kent D. Bressie

*Counsel for*  
*Global Crossing Telecommunications, Inc.*

Attachments

**Exhibit A:**

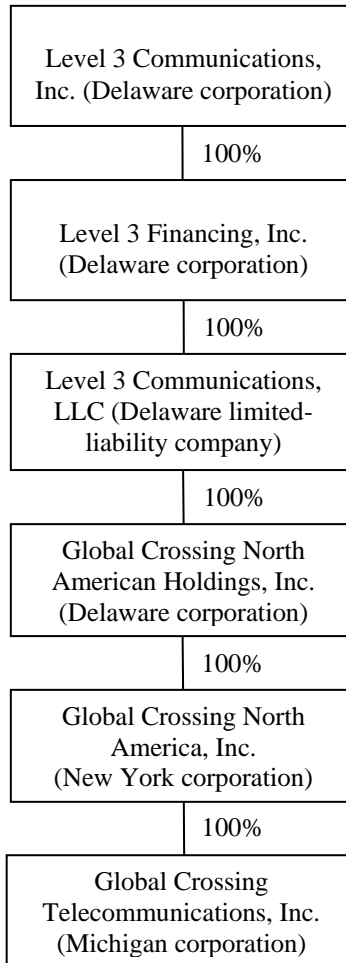
**Direct and Indirect Parents of Global Crossing Telecommunications, Inc., Prior to Consummation of the *Pro Forma* Transactions**



\* As noted in the attached notification letter, GT Landing II Corp. was merged into Global Crossing Telecommunications, Inc. (“GCTI”), with GCTI surviving, in a *pro forma* transaction consummated on December 31, 2012, and previously notified to the Commission. Prior to that date, GT Landing II Corp. was the cable landing licensee.

**Exhibit B:**

**Direct and Indirect Parents of Global Crossing Telecommunications, Inc., Following  
Consummation of the *Pro Forma* Transactions**




## CERTIFICATION

I, Michael J. Mooney, Vice President of Global Crossing Telecommunications, Inc., 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 transfer of control effected by the *Pro Forma* Transactions, 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, did not result in a change in the ultimate control of the cable landing license for the Atlantic Crossing-1, Atlantic Crossing-2, Mid-Atlantic Crossing, Pan American Crossing, or South American Crossing submarine cable systems; 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.

2 December 2013

  
\_\_\_\_\_  
Michael J. Mooney

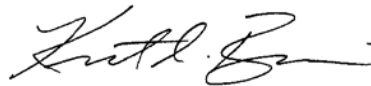
## CERTIFICATE OF SERVICE

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 or electronic delivery on December 2, 2013, a copy of the foregoing notification of *pro forma* transfer of control of cable landing licenses on the following:

Ambassador Daniel Sepulveda  
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

Kathy Smith  
Chief Counsel  
U.S. DEPARTMENT OF COMMERCE/NTIA  
14th Street and Constitution Avenue, N.W.  
Room 4713  
Washington, D.C. 20230

Robert S. Gorman  
General Counsel  
DEFENSE INFORMATION SYSTEMS AGENCY  
Room C4A24L  
6910 Cooper Avenue,  
Fort Meade, Maryland 20755



Kent D. Bressie