



**U.S. Department of Justice**

National Security Division

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*Assistant Attorney General*

*Washington, D.C. 20530*

October 22, 2014

*By E-File*

Ms. Marlene H. Dortch  
Federal Communications Commission  
445 12th St. SW, Room TW-B204  
Washington, DC 20554

Re: Level 3/tw telecom  
WC 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

Ref: EB Letter 2014-18; DA 14-1022

Dear Ms. Dortch:

The Department of Justice (DOJ), including the Federal Bureau of Investigation (FBI), with the concurrence of the Department of Homeland Security (DHS) and the Department of Defense (collectively, the Agencies), officially withdraws its request to defer action on the above-referenced transaction. In this transaction, 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,<sup>1</sup> and the Cable Landing License of 1921,<sup>2</sup> seeking approval for various transfers of control of licenses and authorizations held by TWT Parent subsidiaries to Level 3 Parent. In its consolidated application for streamlined processing, Level 3 Parent commits to extend the national security, law enforcement, and public safety commitments made in the Level 3 Network Security Agreement (NSA) (dated September 26, 2011) to all TWT Parent subsidiaries (including TWT Hawaii) upon consummation of the

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<sup>1</sup> 47 U.S.C. §§ 214, 310(d).

<sup>2</sup> *See id.* §§ 34-39.

transaction and requests the Federal Communications Commission to condition its consent to the transaction upon Level 3 Parent's continuing compliance with the Level 3 NSA. Based on this commitment, information provided to the Agencies by the Applicants, and analysis by the Agencies of potential national security, law enforcement and public safety issues, the Agencies hereby notify the Commission that they have no objection to the application provided that the Commission conditions its consent on continuing compliance by Level 3 and its subsidiaries and affiliates with the September 26, 2011, NSA by and between Level 3 and the U.S. Departments of Justice, Homeland Security and Defense, including the extension of the Level 3 NSA to all TWT Parent subsidiaries (including TWT Hawaii) upon consummation of the transaction.

Thank you for your consideration.

Sincerely,

/s/

Joanne P. Ongman  
Attorney  
National Security Division  
U.S. Department of Justice

cc: Best Copy and Printing, Inc. (via email at [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com))  
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