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January 15, 2015

Ex Parte

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Notification of *Pro Forma* Transfer of Control of Cable Landing Licenses, FCC File Nos. SCL-MOD-20001025-00036 and SCL-MOD-20131114-00012

Dear Ms. Dortch:

Pursuant to 47 C.F.R. § 1.767(g)(7), tw telecom of hawaii l.p. (TWT Hawaii) hereby notifies the Commission of the *pro forma* transfer of control of its interest in the above referenced cable landing license for the Hawaiian Islands Fiber Network (HIFN), a domestic, non-common carrier submarine cable system connecting six of the Hawaiian Islands.¹

On October 31, 2014, Level 3 Communications, Inc. (Level 3 Parent) consummated its acquisition of tw telecom inc. (TWT), including its acquisition of control of a joint interest in the cable landing license for HIFN held by TWT's indirect, wholly owned subsidiary TWT Hawaii (FCC File Nos. SCL-MOD-20001025-00036 and SCL-MOD-20131114-00012).² 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 Saturn Merger Sub 2, LLC as the surviving entity (TWT Transaction).³ Saturn Merger Sub 2, LLC changed its name to tw telecom, llc as part of the TWT Transaction.⁴

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

¹ TWT Hawaii owns HIFN jointly with Wavecom Solutions Corporation (Wavecom), a subsidiary of Hawaiian Telcom Inc. The *pro forma* transaction referenced in this notice did not affect the Wavecom ownership in HIFN.

² 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).

³ 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).

⁴ *Id.*

- 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 TWT Hawaii. As a result, tw telecom, llc became a first tier, wholly owned subsidiary of Level 3 Financing, Inc., while TWT Hawaii 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, TWT Hawaii details its ownership structure upon consummation of the TWT Transaction. In Exhibit B, TWT Hawaii details its current ownership structure, in place upon conclusion of the *pro forma* transaction that occurred following the TWT Transaction (the “*Pro Forma* Transaction”).

Before and after the execution of the *Pro Forma* Transaction, the above-referenced cable landing license 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.

TWT Hawaii’s contact information is as follows:

Nicholas G. Alexander
Associate General Counsel
Level 3 Communications LLC
1220 L Street, Suite 660
Washington, DC 20005
+571-730-6473 tel

TWT Hawaii is a Delaware limited partnership, engaged in the business of telecommunications. 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 TWT Hawaii, and the percentage of equity owned by each of those persons or entities (to the nearest one percent), is as follows:

tw telecom holdings II llc (TWTH II LLC)
Address: 1025 Eldorado Blvd., Broomfield, Colorado 80021
Citizenship: Delaware, USA
Principal Business: telecommunications
Relationship: tw telecom holdings II llc owns 99% of TWT Hawaii

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tw telecom holdings, llc (TWTH LLC)

Address: 1025 Eldorado Blvd., Broomfield, Colorado 80021

Citizenship: Delaware, USA

Principal Business: telecommunications

Relationship: TWTH LLC owns 100% of tw telecom holdings II llc, and 1% of TWT Hawaii

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 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 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.

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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.

By the attached certification, tw telecom of hawaii l.p., 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.

Please contact the undersigned at 571-730-6473 or by email at Nick.Alexander@level3.com with any questions regarding this notification.

Sincerely,

/s/ Nicholas G. Alexander
Nicholas G. Alexander

Attachments

cc: Rick Sofield, richard.sofield2@usdoj.gov
Richard Hagar, richard.hagar@dhs.gov
Sam Jacobs, samuel.p.jacobs.ctr@mail.mil
Adrienne Downs, Adrienne.Downs@fcc.gov
George Li, George.Li@fcc.gov
David Krech, David Krech@fcc.gov

Exhibit A
Pre-Pro Forma Reorganization of Level 3

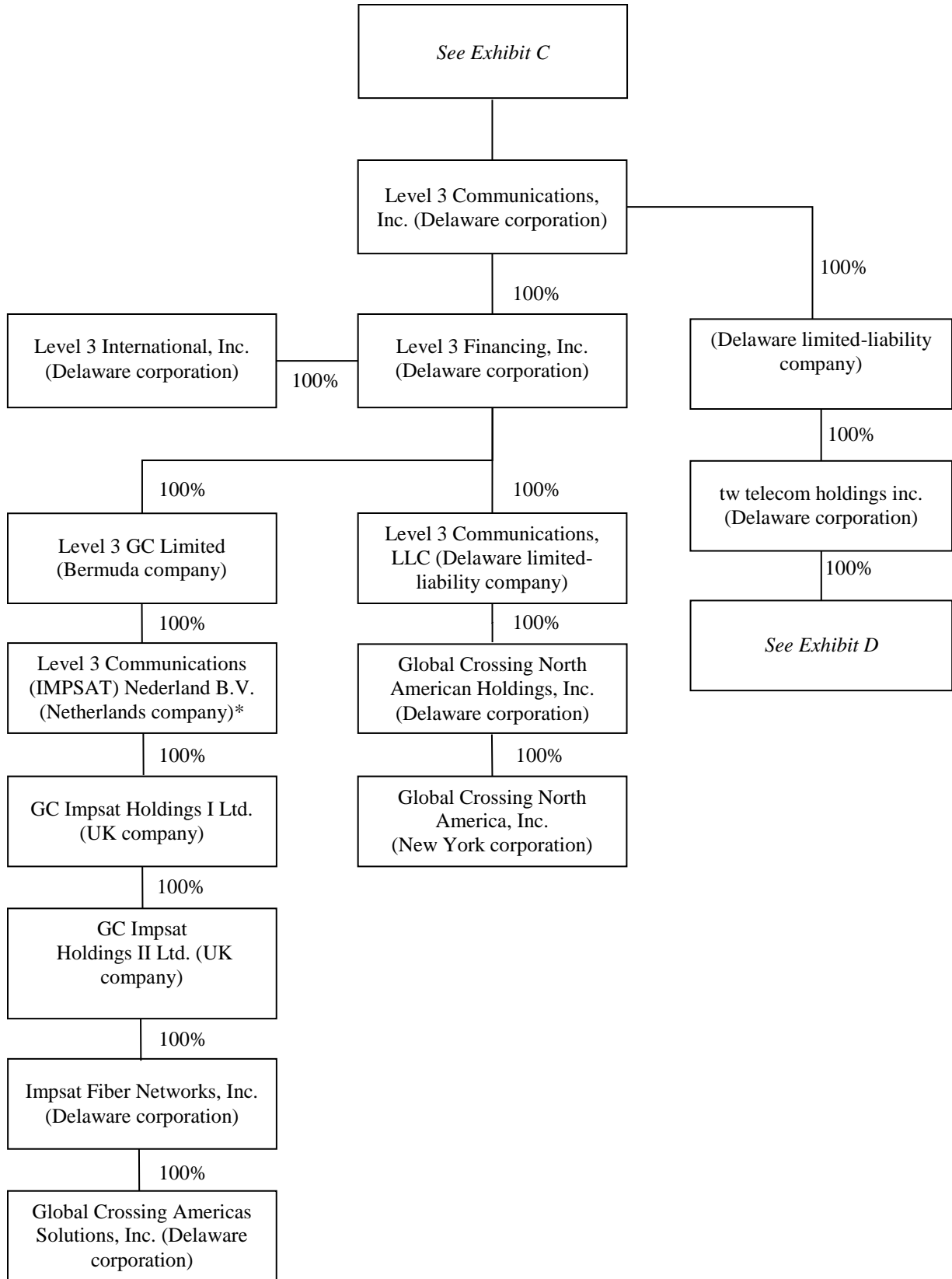


Exhibit B
Post-Pro Forma Reorganization of Level 3

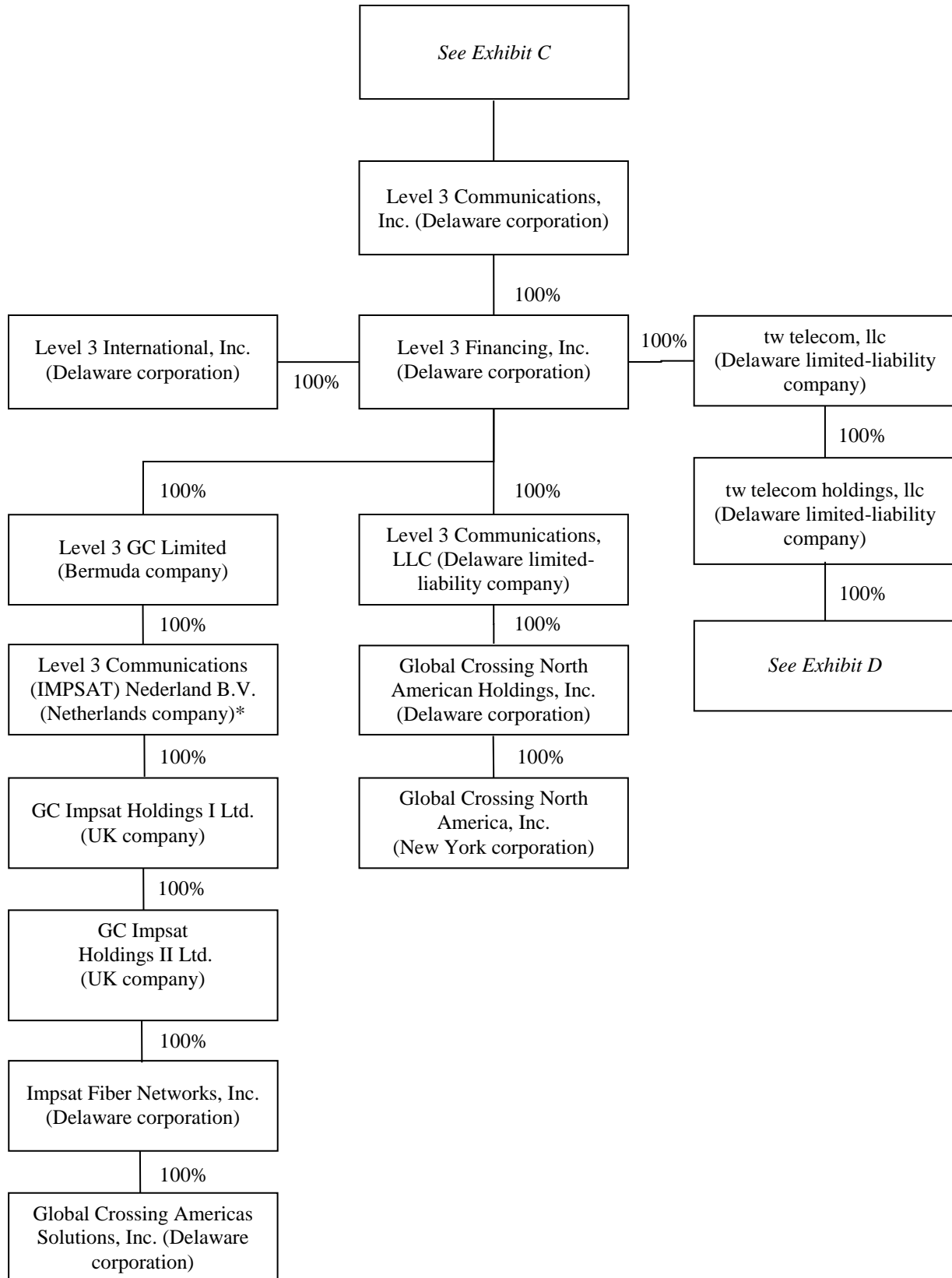


Exhibit C
Ownership of Level 3 Parent

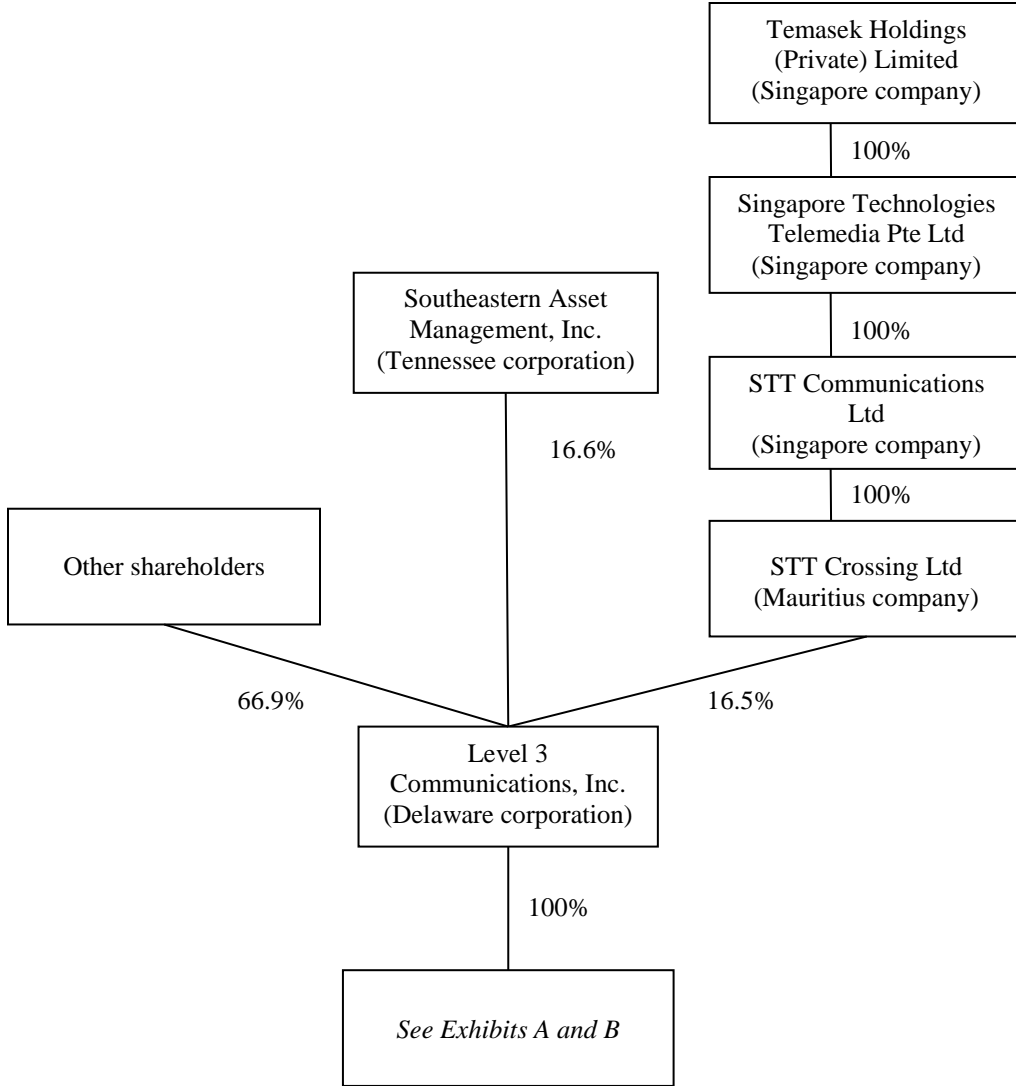
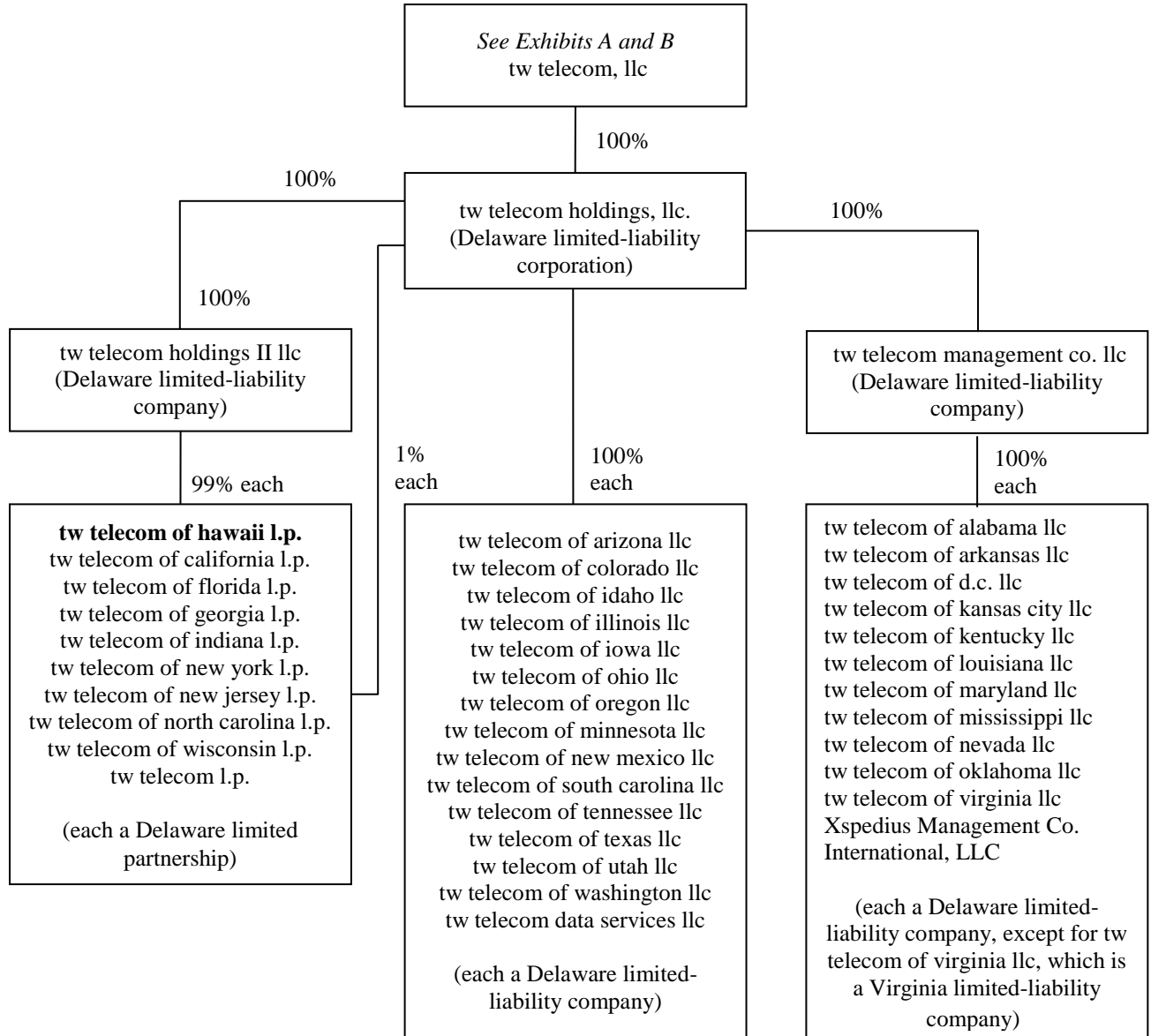


Exhibit D

Ownership of tw telecom holdings, llc subsidiaries



CERTIFICATION

I, John Ryan, 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* 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, did not result in a change in ultimate control of the cable landing license for the Hawaiian Islands Fiber Network; 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.

January 15, 2015



John Ryan
EVP, Chief Legal Officer, Secretary & Manager
tw telecom of hawaii l.p.

CERTIFICATE OF SERVICE

I, Nicholas G. Alexander, hereby certify that consistent with 47 C.F.R. § 1.767(j), I have served copies of the foregoing notice of *pro forma* transfer of control of a cable landing license on this 15th day of January 2015, to the following:

Ambassador Daniel Sepulveda
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

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

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