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**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

In the Matter of the Joint Application of

**Level 3 Communications, Inc.,
Apollo Amalgamation Sub, Ltd.,
Level 3 Communications, LLC,
Broadwing Communications, LLC,
WilTel Communications, LLC**

and

**Global Crossing North America, Inc.,
Global Crossing Telecommunications, Inc.,
Global Crossing Local Services, Inc.**

For Approval of the Transfer of Control and
Related Transactions

JOINT APPLICATION FOR APPROVAL
OF
TRANSFER OF CONTROL AND
RELATED TRANSACTIONS

Docket No. _____

JOINT APPLICATION

Level 3 Communications, Inc. (“Level 3”), and its direct and indirect subsidiaries Apollo Amalgamation Sub, Ltd. (“Apollo Sub”), Level 3 Communications, LLC (“Level 3 LLC”), Broadwing Communications, LLC (“Broadwing”) and WilTel Communications, LLC (“WilTel” and collectively with Level 3 LLC and Broadwing, the “Level 3 Companies”) and Global Crossing North America, Inc. (“Global Crossing”), and its indirect subsidiaries Global Crossing Telecommunications, Inc. (“GC Telecommunications”) and Global Crossing Local Services, Inc. (“GC Local” and collectively with GC Telecommunications, the “GC

Companies”) (collectively, Level 3, Apollo Sub, the Level 3 Companies, Global Crossing, and the GC Companies, the “Applicants”), through their undersigned counsel, submit this Application pursuant to Utah Code Ann. §§ 54-4-28 & 54-4-29 and the rules of the Public Service Commission of Utah, including R746-349-7. Applicants herein request approval, or such authority as may be necessary or required, to enable the parties to consummate a transaction whereby Level 3, the ultimate parent of Apollo Sub, will acquire indirect control of the GC Companies. As a part of that transaction, an indirect minority ownership interest (of 23% to 26%) in the Level 3 Companies will be transferred. In addition, Applicants plan to participate in certain new financing arrangements necessary to accomplish the acquisition of the GC Companies and establish the GC Companies as participants in certain existing financing arrangements put in place by Level 3’s subsidiary Level 3 Financing, Inc. (“Level 3 Financing”).

The Level 3 Companies and the GC Companies are each competitive telecommunications carriers that hold authority to provide intrastate telecommunications service, including competitive local exchange services, in Utah. As discussed in Section VI below, the proposed transactions will produce certain important public interest benefits. The proposed transactions will involve only a change in the ultimate ownership of the GC Companies and the transfer of indirect minority ownership of the Level 3 Companies -- the proposed transactions will not result in any assignment of any certificates, assets or customers. The Level 3 Companies and the GC Companies will continue to serve their existing customers in Utah pursuant to their respective authorizations under the same rates, terms and conditions. Accordingly, for all practical purposes, these transactions will be transparent to the customers of the Level 3 Companies and the GC Companies.

Applicants request that the Commission act expeditiously to grant the approval requested herein prior to June 30, 2011, so that Applicants can timely consummate the proposed

transactions.

In support of this Joint Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Level 3, Apollo Sub and the Level 3 Companies

Level 3 is a publicly traded (NASDAQ: LVLT) Delaware corporation with principal offices located at 1025 Eldorado Boulevard, Broomfield, CO 80021. Apollo Sub, a Bermuda company and wholly owned subsidiary of Level 3, was recently formed for the purpose of accomplishing the proposed transaction. Level 3 provides high-quality voice and data services to carriers, ISPs, and other business customers over its IP-based network through its wholly owned indirect subsidiaries, the Level 3 Companies. The Level 3 Companies are non-dominant carriers that are authorized to provide resold and/or facilities-based telecommunications services nationwide pursuant to certification, registration or tariff requirements, or on a deregulated basis. The Level 3 Companies are also authorized by the Federal Communications Commission (“FCC”) to provide international and domestic interstate services as non-dominant carriers.

In Utah, Level 3 LLC is authorized to provide facilities-based and resold local and interexchange services and other public telecommunications services pursuant to authority granted by the Commission Docket No. 98-2266-01 on March 8, 1999. Broadwing is registered to provide interexchange telecommunications services. WilTel is authorized to provide facilities based and resold local and interexchange telecommunications services pursuant to authority granted by the Commission in Docket No. 99-227 1-01 on October 6, 1999, and an Erratum Order on October 7, 1999.

B. Global Crossing and the GC Companies

Global Crossing, a New York corporation, is headquartered at 225 Kenneth Drive,

Rochester, New York 14623. Global Crossing's indirect operating subsidiaries, the GC Companies, together with its other U.S. and international affiliates, provide telecommunications solutions over the world's first integrated global IP-based network. Its core network connects more than 300 major cities in twenty-nine countries worldwide, and delivers services to more than 600 cities in sixty countries and six continents around the globe. The GC Companies and their affiliates offer a full range of managed data and voice products to enterprise customers, carriers, mobile operators and ISPs.

The GC Companies are Michigan corporations and wholly owned indirect subsidiaries of Global Crossing. The GC Companies are authorized to provide telecommunications services as competitive, nondominant carriers pursuant to certification, registration or tariff requirements, or on a deregulated basis in all fifty states and the District of Columbia. The GC Companies operate as nondominant domestic interstate telecommunications carriers under the FCC's blanket authority. GC Telecommunications also operates as an international telecommunications carrier through FCC authority held by Global Crossing. In Utah, GC Telecommunications is authorized to provide intrastate telecommunications services pursuant to authority granted by the Commission, as revised on September 22, 1999. GC Local is authorized to provide intrastate telecommunications services pursuant to authority granted by the Commission in Docket No. 10-2246-01.

II. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this Joint Application should be directed to the following.

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III. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL AND RELATED TRANSACTIONS

A. Transfer of Control of GC Telecommunications

On April 11, 2011, Level 3, Apollo Sub, and Global Crossing's indirect parent company, Global Crossing Limited ("GCL"), entered into an Agreement and Plan of Amalgamation (the "Agreement") whereby Apollo Sub and GCL will be merged under Bermuda Law. Pursuant to the Agreement, each issued and outstanding common share and convertible preferred stock of GCL (other than any shares owned by Level 3, GCL, or their respective subsidiaries and any dissenting shares) will be exchanged for shares of common stock of Level 3. In total, Level 3 currently expects to issue approximately 1.3 billion shares. Following the merger of GCL and Apollo Sub, the separate corporate existence of Apollo Sub and GCL will cease, and the combined company, renamed Level 3 GC Limited, will exist as a wholly owned subsidiary of Level 3 Financing and ultimately a wholly owned subsidiary of Level 3 LLC.¹ As a result of the transaction, Level 3 will indirectly control the GC Companies.

As a result of the exchange of shares in connection with the merger, STT Crossing Ltd., a current direct shareholder in GCL and an indirect shareholder in Global Crossing and the GC Companies, will obtain a minority interest of approximately 24% to 26% in Level 3, and indirectly in the Level 3 Companies.² In addition, Southeastern Asset Management, Inc., which is currently the largest Level 3 stockholder with an approximate 30% interest, will hold approximately 15% of Level 3. Other than STT Crossing Ltd. and Southeastern Asset Management, Inc., no other individual or entity is expected to hold 10% or more of Level 3. The majority of the Level 3 stock will continue to be held by current investors.

¹ Immediately following the merger, Level 3 GC Limited will be a direct subsidiary of Level 3 Financing. Applicants request approval, to the extent required, for a *pro forma* intracorporate transaction whereby Level 3 GC Limited will become a direct subsidiary of Level 3 LLC.

Following consummation of the transaction, the GC Companies will continue to operate their facilities and provide service to their customers at the same rates, terms, and conditions, ensuring a seamless transition of ownership. Applicants request authority for the transfer of control of the GC Companies to Level 3. For the Commission's convenience, pre- and post-transaction organizational charts are provided as Exhibit A. A copy of the Agreement is included in the SEC Form 8-K filed by Level 3 and is available at:

<http://lvl.client.shareholder.com/sec.cfm>.

The Level 3 Companies and the GC Companies also plan to participate in certain financing arrangements in connection with the transfer of control transaction described herein. Level 3 Financing, a wholly owned unregulated non-carrier subsidiary of Level 3, plans to enter into a \$650 million Term Loan with a six-year maturity date. Level 3 Financing plans to lend the net proceeds it receives to its subsidiary, Level 3 LLC, in return for an intercompany demand note, and in turn, Level 3 LLC may lend the net proceeds to Level 3 GC Limited in return for an intercompany demand note. The Level 3 Companies and the GC Companies will pledge their assets and act as guarantors in support of the \$650 million Term Loan. Level 3 Financing also plans to either (a) issue \$1.1 billion in Senior Notes in a registered public offering or a private placement or (b) enter into a \$1.1 billion Bridge Loan with a one-year maturity date from closing ("Bridge Loan").³ Finally, upon closing of the merger, it is expected that the GC Companies will be required to provide a guaranty for existing unsecured indebtedness of Level 3

² Pursuant to a separate stockholder rights agreement, STT Crossing Ltd.'s interest in Level 3 is subject to a limit of 34.5%.

³ Pursuant to either arrangement, Level 3 Financing will lend the net proceeds it receives to its subsidiary, Level 3 LLC, in return for an intercompany demand note, and in turn, Level 3 LLC may lend the net proceeds to Level 3 GC Limited in return for an intercompany demand note. The proceeds from the \$1.1 billion Senior Note or Bridge Loan financing arrangement will be used to repay the existing indebtedness of Level 3 GC Limited. The Level 3 Companies and the GC Companies will act as guarantors for the \$1.1 billion financing arrangement. Should Level 3 Financing enter into the \$1.1 billion Bridge Loan, Level 3 Financing has the option at maturity of the Bridge Loan to either (1) refinance the Bridge Loan by entering into a Rollover Loan with a six-year maturity date, or (2) replace the Bridge Loan by issuing Exchange Notes with a six-year maturity date.

Financing including certain Senior Notes and an existing credit facility. It is also anticipated that the GC Companies will pledge their assets as security for the credit facility.

B. Level 3's Qualifications

Level 3 has the technical, managerial, and financial qualifications to acquire control of the GC Companies. Level 3, through its operating subsidiaries, is a leading global communications company, operating one of the world's newest and most advanced telecommunications platforms. The Level 3 network spans over 27,000 route miles and delivers services to customers in major markets across the United States and Europe. It serves a substantial number of the world's largest and most sophisticated communications companies, including interexchange carriers, local phone companies, European PTTs, cable operators, ISPs, wireless companies, and Internet content providers. In 2010, Level 3 had worldwide communications revenues of \$3.591 billion and total revenues of \$3.651 billion. A copy of Level 3's most recent financial statements from its Form 10-K for the year ended December 31, 2010 are available at <http://lvl.client.shareholder.com/sec.cfm>.

Level 3 is operated by a highly qualified management team, all of whom have extensive backgrounds in telecommunications. Information concerning the legal, technical, managerial and financial qualifications of Level 3 was submitted with the various applications filed with the Commission with respect to its operations in Utah, and is, therefore, already a matter of record. Applicants request that the Commission take official notice of these existing descriptions of Level 3's qualifications and incorporate them by reference herein. In addition, Level 3 has a history of successfully acquiring and integrating network facilities and customers from other companies including: (1) the acquisition of the dial-up Internet businesses of McLeodUSA, ICG, and Sprint, (2) the acquisition of Genuity, a Tier 1 Internet Protocol

communications company, (3) the acquisition of substantially all of 360networks' nationwide long-haul transport business, and (4) the acquisitions of Broadwing, WilTel, and other telecommunications providers. Applicants note that the Commission found that Level 3 was qualified to acquire Broadwing, WilTel, and other telecommunications providers when it approved those transactions;⁴ there is no new information regarding Level 3 that could lead the Commission to determine otherwise in this case.

IV. INFORMATION REQUIRED BY R746-394-7

Pursuant to R746-394-7, Applicants provide the following information:

a. Identification that it is not an ILEC,

Applicants confirm that none of the Applicants or their affiliates serve as an ILEC in Utah.

b. Identification that it seeks approval of the Application pursuant to this rule,

Applicants confirm that they seek approval of the Application pursuant to the informal adjudication process set forth in this rule.

c. A reasonably detailed description of the transaction for which approval is sought,

A detailed description of the transaction is provided in Section III, above.

d. A copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and

Applicants will file a Domestic and International Section 214 Application with the FCC. A copy of that Application will be filed with this Commission after it is submitted to the FCC. In connection with this transaction, Applicants also expect to request approval from the utility regulatory agencies ("PUCs") in the following states: Alaska, Arizona, California, Delaware, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Mississippi, Pennsylvania, New Jersey, New York, Ohio, Tennessee, Texas, Virginia, West Virginia, and the District of Columbia.

⁴ See, e.g., Docket No. 05-2266-02 granted on December 8, 2005, and Docket No. 036888,

Due to the voluminous nature of the state filings, most of which contain the same information, Applicants have only attached as Exhibit B a copy of the New York filing requesting approval. Applicants are also required to provide notice to the PUCs in the following jurisdictions: Alabama, Colorado, Connecticut, Idaho, Kentucky, Maine, Massachusetts, Nebraska, Nevada, New Hampshire, New Mexico, North Carolina, Rhode Island, South Dakota, Vermont, and Wisconsin. Applicants are providing an informational notice to the PUCs in the following states: Arkansas, Florida, Illinois, Iowa, Kansas, Maine, Michigan, Missouri, Montana, North Dakota, Oklahoma, Oregon, South Carolina, Washington, and Wyoming. Due to the voluminous and repetitive nature of the notices to be sent to the PUC, Applicants have not included copies of the notice filings. Applicants will provide any additional filings at the request of the Commission or the parties.

- e. Copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the Application.**

Applicants have not yet received any notices, correspondence or orders from any federal agency or PUC reviewing the transaction. Applicants will forward any orders or similar actions approving or denying approval of the transaction.

V. PUBLIC INTEREST STATEMENT

Applicants submit that the transactions described herein will serve the public interest. Applicants expect that the merger will enable the combined entity to better meet the local, national and global needs of enterprises, wholesale buyers, and other customers. The transaction will bring together two successful carrier organizations that have proven themselves in a highly competitive marketplace. The transaction will help create a stronger competitor by bringing together each organization's respective strengths. Operation as an integrated company will allow each of the operating companies to be more competitive and to deliver greater value and variety of services to their customers than they do individually.

Moreover, the transaction will be conducted in a manner that will be largely transparent to customers of the Level 3 Companies and the GC Companies. The transaction will not result in a change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the transaction, the Level 3 Companies and the GC Companies will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

The public interest will also be served by the Commission's prompt consideration and approval of the transaction. For various important business, tax and financial reasons, Applicants desire that the transaction be closed by June 30, 2011, so that they can move forward promptly with the integration process, thus avoiding the risks of uncertainty and potential competitive harm. In particular, the competitive telecommunications marketplace continues to be a very challenging business environment. The proposed transaction is aimed at strengthening the competitive position of the combined entities and, therefore, delay in the completing the transaction may adversely affect the Applicant's opportunity to realize the economic benefits of integration of the carriers' networks and would prevent the them from offering the expanded combined network footprint to customers as quickly as they otherwise could. Accordingly, Applicants request that the Commission commence its review of the proposed transaction as soon as possible so that an order may issue before June 30, 2011.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by approving the transfer of control and related transactions as described in this Application. Applicants respectfully request that the

Commission complete its review and issue an order approving the proposed transfer of control and related transactions before June 30, 2011.

Dated this 21st day of April, 2011.

Respectfully submitted,

By: /s/ William J. Evans

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LIST OF EXHIBITS

Exhibit A	Pre- and Post-Transaction Corporate Organizational Structure
Exhibit B	Copy of New York Public Service Commission Petition Verifications

