

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

-----  
In the Matter of the Joint Application of )  
Level 3 Communications, Inc., )  
Saturn Merger Sub 1, LLC, )  
Saturn Merger Sub 2, LLC, )  
Level 3 Communications, LLC, )  
Broadwing Communications, LLC, )  
Global Crossing Telecommunications, Inc., )  
Global Crossing Local Services, Inc., )  
WilTel Communications, LLC )  
and )  
tw telecom inc., )  
tw telecom holdings inc., )  
tw telecom of utah llc )  
For Approval of Transfer of Control and )  
Related Transactions )  
-----

DOCKET NO. 14-2351-01

NOTICE OF JOINT APPLICATION FOR  
APPROVAL TO TRANSFER CONTROL  
AND RELATED TRANSACTIONS,  
NOTICE OF COMMENT PERIOD, AND  
NOTICE OF HEARING

ISSUED: July 3, 2014

NOTICE

On July 2, 2014, Level 3 Communications, Inc. (“Level 3”), and its direct and indirect subsidiaries, Saturn Merger Sub 1, LLC, Saturn Merger Sub 2, LLC, Level 3 Communications, LLC, Broadwing Communications, LLC, Global Crossing Telecommunications, Inc., Global Crossing Local Services, Inc., and WilTel Communications, LLC, along with tw telecom inc. (“tw telecom”), and its subsidiaries, tw telecom holdings inc., and tw telecom of utah llc (“tw telecom utah”), (altogether referred to as “Applicants”), jointly filed for approval of a pending transaction between Level 3 and tw telecom utah which will allow Level 3 to acquire indirect control of tw telecom utah. In addition, Applicants plan to

DOCKET NO. 14-2351-01

- 2 -

participate in certain new financing arrangements necessary to accomplish the acquisition of tw telecom utah and, to the extent necessary, tw telecom.<sup>1</sup> Pursuant to Utah Code Ann. § 54-4-30, “consent shall be given [by the Utah Public Service Commission] only after investigation and hearing and finding that said purchase, lease or acquisition . . . will be in the public interest.”

The pending docket can be viewed on the Commission’s website at:

<http://www.psc.utah.gov/utilities/telecom/telecomindx/2014/14235101indx.html>.

NOTICE OF COMMENT PERIOD

Any interested party may submit comments on the above notification no later than **Friday, August 1, 2014.**

NOTICE OF HEARING

A hearing in this matter is scheduled for **Wednesday, August 6, 2014, beginning at 10:00 a.m., Fourth Floor Hearing Room 451, Heber M. Wells Building, 160 East 300 South, Salt Lake City, Utah.** The hearing will be conducted by the Administrative Law Judge for the Public Service Commission. Parties should come prepared to provide testimony on whether the proposed transfer of control and related transactions will be in the public interest.

Individuals wishing to participate in the hearing by telephone should contact the Public Service Commission two days in advance by calling (801) 530-6716 or (toll-free) 1-866-PSC-UTAH (1-866-772-8824). Participants attending by telephone should then call the Public Service Commission at one of the numbers posted above five minutes prior to the hearing to ensure participation.

---

<sup>1</sup> Applicants note tw telecom is not authorized to provide telecom services in Utah; thus, they are not seeking Commission approval with respect to that part of the transaction.

DOCKET NO. 14-2351-01

- 3 -

In accordance with the Americans with Disabilities Act, individuals needing special accommodations (including auxiliary communicative aids and services) during this hearing should notify the Commission at 160 East 300 South, 4th Floor, Salt Lake City, UT 84111, (801) 530-6716, at least three working days before the hearing.

DATED at Salt Lake City, Utah, this 3rd day of July, 2014.

/s/ Melanie A. Reif  
Administrative Law Judge

Attest:

/s/ Gary L. Widerburg  
Commission Secretary  
DW# 257980

CERTIFICATE OF SERVICE

I CERTIFY that on the 3rd day of July, 2014, a true and correct copy of the foregoing was delivered upon the following as indicated below:

By Electronic-Mail

William J. Evans ([bevans@parsonsbehle.com](mailto:bevans@parsonsbehle.com))  
Joseph M. Stultz ([jstultz@parsonsbehle.com](mailto:jstultz@parsonsbehle.com))  
Parsons Behle & Latimer  
*Counsel for Level 3 and Level 3 Companies*

Jerald G. Oldroyd ([oldroydj@ballardspahr.com](mailto:oldroydj@ballardspahr.com))  
Ballard Spahr LLP  
*Counsel for tw telecom, tw telecom holdings, and tw telecom utah*

Telecom Service List

Patricia Schmid ([pschmid@utah.gov](mailto:pschmid@utah.gov))  
Justin Jetter ([jjetter@utah.gov](mailto:jjetter@utah.gov))  
Brent Coleman ([brentcoleman@utah.gov](mailto:brentcoleman@utah.gov))  
Assistant Utah Attorneys General

By Hand Delivery

Division of Public Utilities  
160 East 300 South, 4th Floor  
Salt Lake City, Utah 84111

Office of Consumer Services  
160 East 300 South, 2nd Floor  
Salt Lake City, Utah 84111

---

Administrative Assistant