

January 17, 2017

Via ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Re: *CenturyLink, Inc. and Level 3 Communications, Inc. Consolidated Applications for Consent to Transfer Control of Domestic and International Authorizations Pursuant to Section 214 of the Communications Act of 1934, As Amended, WC Docket No. 16-403*

Dear Ms. Dortch:

CenturyLink, Inc. (“CenturyLink”) and Level 3 Communications, Inc. (“Level 3” and together with CenturyLink the “Applicants”) submit this letter to update information provided in applications filed on December 12, 2016 (the “Applications”)¹ seeking Commission approval to transfer control of Level 3’s operating subsidiaries to CenturyLink (the “Transaction”).

In connection with the Transaction, the Applicants have requested authority to transfer control of Global Crossing Americas Solutions, Inc. (“GCAS, Inc.”), a Delaware corporation, from Level 3 to CenturyLink. As explained in the Applications, as of December 12, 2016, GCAS, Inc., was an indirect, wholly-owned subsidiary of Level 3, a joint submarine cable

¹ See *Applications Filed for the Transfer of Control of Level 3 Communications, Inc. to CenturyLink, Inc. Pleading Cycle Established*, Public Notice, WC Docket No. 16-403, DA 16-1435, at Exhibit A (rel. Dec. 21, 2016) (“*Public Notice*”). The Applicants filed multiple types of transfer of control applications since Level 3’s operating subsidiaries hold multiple types of licenses and authorizations. Each type of transfer of control application contains the same set of attachments, although the sets of attachments differ among the different types of applications. (For example, all submarine cable landing license applications contain the same set of attachments, and all satellite earth station authorization applications contain the same set of attachments, but the set of attachments for submarine cable landing license applications is different from the set for satellite earth station authorization applications.) Thus, the citations in notes 2-5 *infra* to the locations where GCAS, Inc. is referenced in attachments to the applications to transfer control of GCAS, Inc. are the same for each attachment within a particular type of application listed in Exhibit A to the *Public Notice*.

landing licensee for the Americas-II submarine cable system,² the holder of non-common carrier transmit/receive satellite earth station authorizations,³ the holder of international Section 214 authorizations,⁴ and a provider of interstate telecommunications service pursuant to blanket domestic Section 214 authority.⁵

On December 31, 2016, Level 3 concluded an internal corporate reorganization that resulted in a *pro forma* assignment of the license and authorizations held by GCAS, Inc., as well as a contemporaneous *pro forma* transfer of control of the entity to which the license and authorizations were assigned.⁶ The *pro forma* assignment occurred when GCAS, Inc. was converted to Global Crossing Americas Solutions, LLC (“GCAS, LLC”), a Delaware limited liability company. The *pro forma* transfer of control occurred when (1) GCAS, LLC’s direct parent, Impsat Fiber Networks, Inc., a Delaware corporation, was converted to Impsat Fiber Networks, LLC (“Impsat, LLC”), a Delaware limited liability company; and (2) Impsat, LLC transferred 100 percent of its interest in GCAS, LLC to Level 3 Communications, LLC, an indirect, wholly-owned subsidiary of Level 3. As a result of these *pro forma* changes, GCAS, LLC became the holder of the same license and authorizations as were held by its predecessor,

² See CenturyLink, Inc. and Level 3 Communications, Inc., Consolidated Application to Transfer Control of Submarine Cable Landing Licenses, at 1, 3-4, 8-12, & A-3-A-4 (filed Dec. 12, 2016), *attached to* File No. SCL-T/C-20161212-00023 (“Submarine Cable Landing License Application”).

³ See CenturyLink, Inc. and Level 3 Communications, Inc., Application to Transfer Control of Satellite Earth Station Authorizations, Exhibit A to Transaction Description and Public Interest Statement, at 26-27 (filed Dec. 12, 2016), *attached to* File No. SES-T/C-20161212-00945 as Exhibit F.

⁴ See CenturyLink, Inc. and Level 3 Communications, Inc., Consolidated Application to Transfer Control of Domestic Section 214 Authority and International Section 214 Authorizations, WC Docket No. 16-403, at A-3-A-4 & D-1, *attached to* File Nos. ITC-T/C-20161213-00343 (filed Dec. 13, 2016 due to technical issues), ITC-T/C-20161212-00348 (filed Dec. 12, 2016).

⁵ *Id.*

⁶ The International Bureau approved these *pro forma* changes with respect to the transmit/receive satellite earth station authorizations held by GCAS, LLC on January 10, 2017. *Satellite Communications Services Information re: Actions Taken*, Public Notice, Rep. No. SES-01919, at 6 (IB rel. Jan. 11, 2017). In addition, with respect to the submarine cable landing license and international Section 214 authorizations held by GCAS, LLC, notices of the *pro forma* changes were filed with the International Bureau on January 13, 2017. Letter from Nicholas G. Alexander, Associate General Counsel, Level 3 Communications, LLC, to Marlene H. Dortch, Secretary, FCC, SCL-ASG-20170113-00001 (filed Jan. 13, 2017); Global Crossing Americas Solutions, LLC and Level 3 Communications, LLC Notice of Pro Forma Assignment and Transfer Control of International Section 214 Authorizations, File No. ITC-T/C-20170113-00006 (filed Jan. 13, 2017).

GCAS, Inc. and became the provider of the same services in the same manner as were provided by GCAS, Inc.⁷ In addition, Level 3 retained ultimate control of GCAS, LLC.

Attachment A hereto is an updated version of the corporate organizational charts submitted with the Applications as Exhibit A depicting the ownership of the Level 3 subsidiaries before and after the Transaction,⁸ revised to include GCAS, LLC as it currently is held by Level 3 and to remove GCAS, Inc. In addition, as an update to the Submarine Cable Landing License Application,⁹ Attachment B hereto sets forth information regarding the entities that will hold a 10 percent or greater direct or indirect voting or equity interest in GCAS, LLC upon consummation of the Transaction.

Please contact the undersigned should you have questions concerning this submission.

Respectfully submitted,

LEVEL 3 COMMUNICATIONS, INC.

CENTURYLINK, INC.

/s/ Thomas Jones

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⁷ Accordingly, references to GCAS, Inc. in the Applications and in Exhibit A to the *Public Notice* should be understood to refer to the current licensee/authorization holder, GCAS, LLC.

⁸ See Exhibit A to each application listed in the *Public Notice* (in the satellite earth station applications, *supra* note 3, Exhibit A is an exhibit to Exhibit F); *see also* Letter from Yaron Dori, Counsel for CenturyLink, and Thomas Jones, Counsel for Level 3, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 16-403, at 4 & attach. B (Dec. 19, 2016) (updating information provided on page A-5 of Exhibit A).

⁹ See Submarine Cable Landing License Application at 10-12.

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Attachments

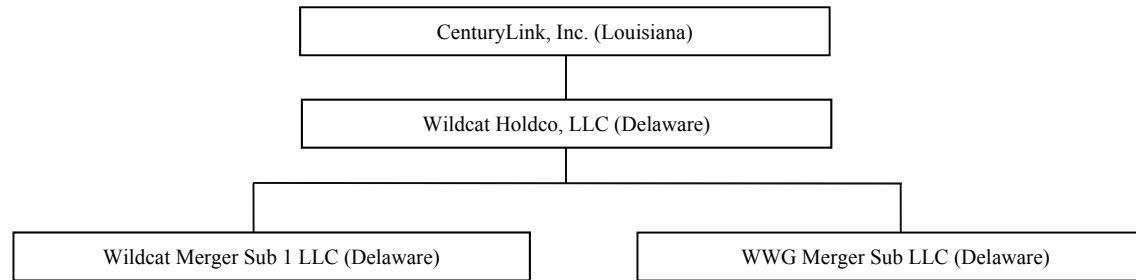
cc: Terri Natoli
Brian Hurley
Jim Bird
Mike Ray
David Krech
Linda Ray

ATTACHMENT A

Exhibit A

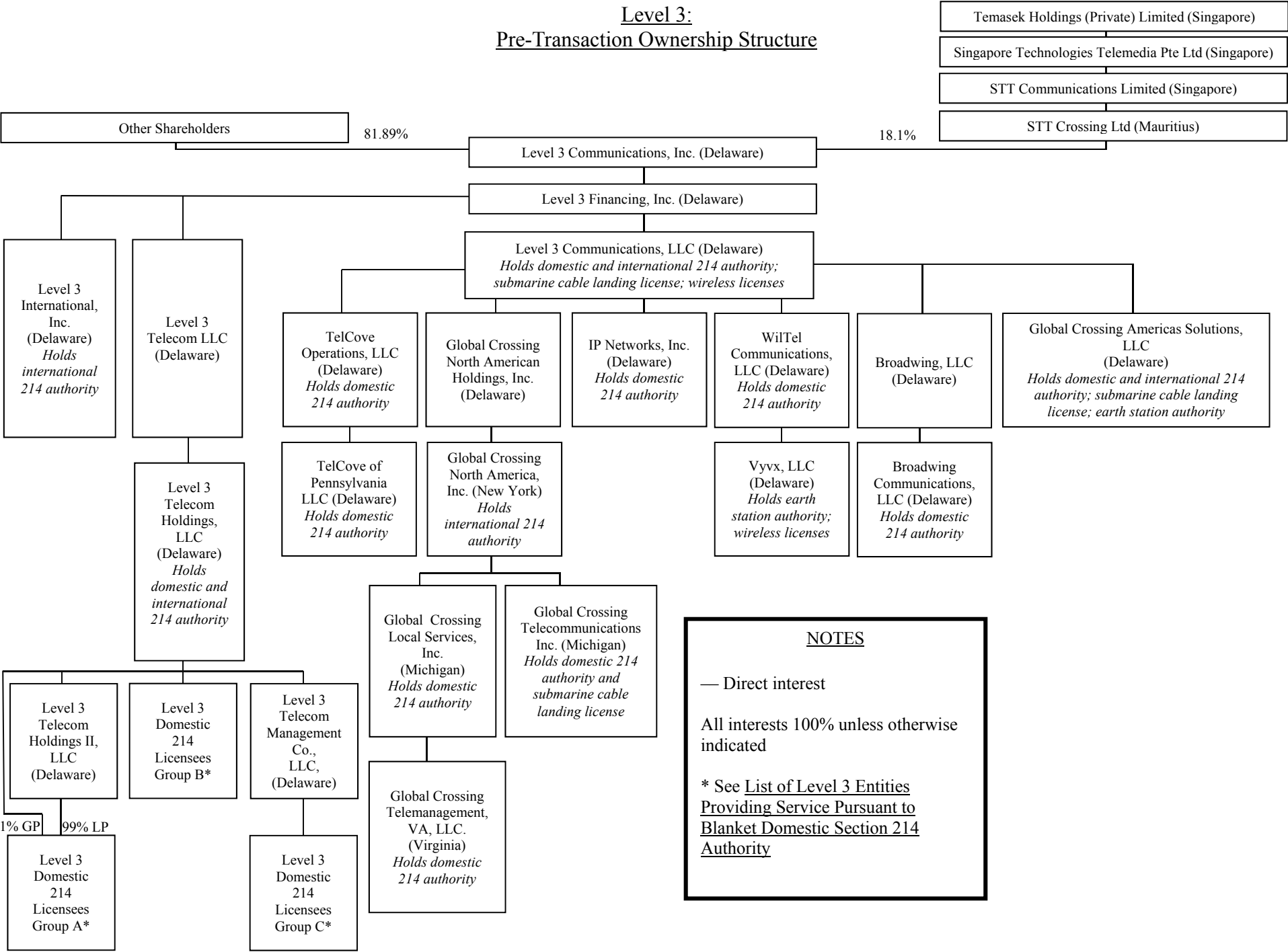
Pre- and Post-Transaction Corporate Ownership Charts

CenturyLink:
Pre-Transaction Ownership Structure



NOTE
All interests 100%

Level 3: Pre-Transaction Ownership Structure



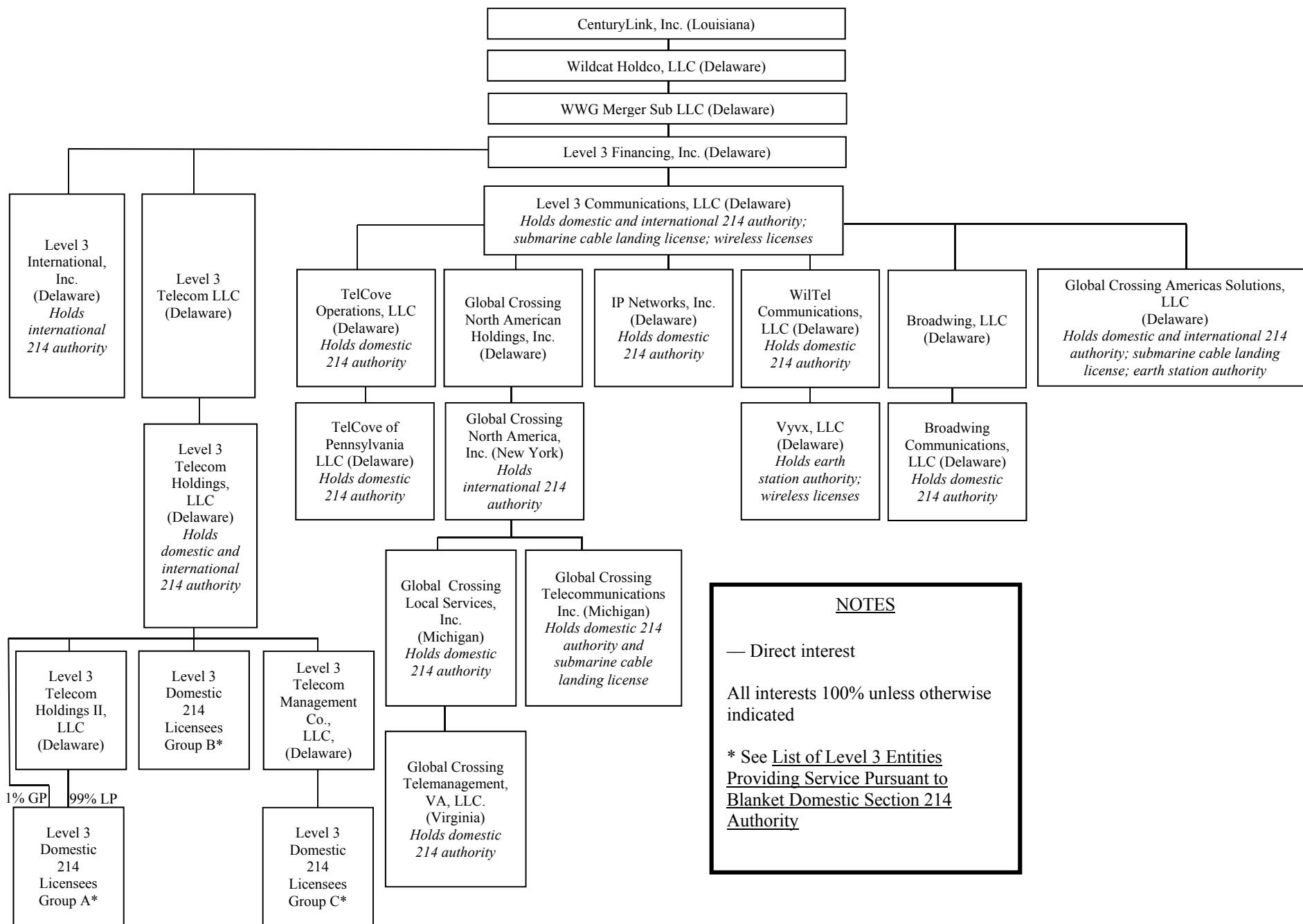
NOTES

— Direct interest

All interests 100% unless otherwise indicated

* See List of Level 3 Entities Providing Service Pursuant to Blanket Domestic Section 214 Authority

CenturyLink:
Post-Transaction Organization



NOTES

— Direct interest

All interests 100% unless otherwise indicated

* See List of Level 3 Entities Providing Service Pursuant to Blanket Domestic Section 214 Authority

List of Level 3 Entities Providing Service Pursuant to Blanket Domestic Section 214 Authority

Group A: Level 3 domestic Section 214 entities that are direct subsidiaries of Level 3 Telecom Holdings II, LLC	Group B: Level 3 domestic Section 214 entities that are direct, wholly-owned subsidiaries of Level 3 Telecom Holdings, LLC	Group C: Level 3 domestic Section 214 entities that are direct, wholly-owned subsidiaries of Level 3 Telecom Management Co., LLC
<p>Level 3 Telecom of California, LP Level 3 Telecom of Florida, LP Level 3 Telecom of Georgia, LP Level 3 Telecom of Hawaii, LP** Level 3 Telecom of Indiana, LP Level 3 Telecom of New Jersey, LP Level 3 Telecom of New York, LP Level 3 Telecom of North Carolina, LP Level 3 Telecom of Wisconsin, LP</p> <p><i>** Also holds submarine cable landing license</i></p>	<p>Level 3 Telecom of Arizona, LLC Level 3 Telecom of Colorado, LLC Level 3 Telecom Data Services, LLC Level 3 Telecom of Idaho, LLC Level 3 Telecom of Illinois, LLC Level 3 Telecom of Iowa, LLC Level 3 Telecom of Minnesota, LLC Level 3 Telecom of New Mexico, LLC Level 3 Telecom of Ohio, LLC Level 3 Telecom of Oregon, LLC Level 3 Telecom of South Carolina, LLC Level 3 Telecom of Tennessee, LLC Level 3 Telecom of Texas, LLC Level 3 Telecom of Utah, LLC Level 3 Telecom of Washington, LLC</p>	<p>Level 3 Telecom of Alabama, LLC Level 3 Telecom of Arkansas, LLC Level 3 Telecom of D.C., LLC Level 3 Telecom of Kansas City, LLC Level 3 Telecom of Kentucky, LLC Level 3 Telecom of Louisiana, LLC Level 3 Telecom of Maryland, LLC Level 3 Telecom of Mississippi, LLC Level 3 Telecom of Nevada, LLC Level 3 Telecom of Oklahoma, LLC Level 3 Telecom of Virginia, LLC</p>

ATTACHMENT B

Entities that Will Hold a 10 Percent or Greater Direct or Indirect Voting or Equity Interest in Global Crossing Americas Solutions, LLC upon Consummation of the Transaction

Licensee: Global Crossing Americas Solutions, LLC (“GCAS, LLC”)

1025 Eldorado Boulevard
Broomfield, Colorado 80021
(720) 888-1000

Level 3 Communications, LLC (“Level 3, LLC”)

Address: 1025 Eldorado Boulevard, Broomfield, Colorado 80021
Citizenship: Delaware
Principal Business: Telecommunications
Relationship: Holds a 100 percent voting and equity interest in GCAS, LLC.

Level 3 Financing, Inc. (“Level 3 Financing”)

Address: 1025 Eldorado Boulevard, Broomfield, Colorado 80021
Citizenship: Delaware
Principal Business: Holding company
Relationship: Holds a 100 percent voting and equity interest in Level 3, LLC.

WWG Merger Sub LLC (“Merger Sub 2”)

Address: 100 CenturyLink Drive, Monroe, Louisiana 71203
Citizenship: Delaware
Principal Business: Holding company
Relationship: Will hold a 100 percent voting and equity interest in Level 3 Financing.

Wildcat Holdco, LLC (“Wildcat Holdco”)

Address: 100 CenturyLink Drive, Monroe, Louisiana 71203
Citizenship: Delaware, USA
Principal Business: Holding company
Relationship: Holds a 100 percent voting and equity interest in Merger Sub 2.

CenturyLink, Inc.

Address: 100 CenturyLink Drive, Monroe, Louisiana 71203
Citizenship: Louisiana, USA
Principal Business: Telecommunications
Relationship: Holds a 100 percent voting and equity interest in Wildcat Holdco.

CenturyLink’s shares trade publicly on the New York Stock Exchange under the symbol “CTL” and are widely held. No individual or entity holds, directly or indirectly, 10 percent or more of the equity of CenturyLink or controls 10 percent or more of the vote of CenturyLink.