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October 7, 2014

Ex Parte

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

Re: Transfer of Control of tw telecom inc. to Level 3 Communications, Inc.,
WC Docket No. 14-104

Dear Ms. Dortch:

On October 7, 2014, I, on behalf of Level 3 Communications, Inc. and its subsidiaries (collectively, "Level 3"), met with Jodie May and Dennis Johnson of the Wireline Competition Bureau. Consistent with Level 3's previous filings,¹ I noted that Level 3's proposed acquisition of tw telecom, inc. offers significant public interest benefits.

In particular, I emphasized that the companies' networks are highly complementary. The proposed transaction will combine Level 3's local-to-global network with tw telecom's extensive network in the United States to meet the international connectivity needs of tw telecom's existing customers and to compete more effectively for new customers with such needs. The proposed transaction also leverages the combined networks to provide greater coverage and a more reliable on-net experience for customers doing business in North America.

I further observed that combining the companies' respective networks could be expected to reduce capital costs associated with further network deployment, and to facilitate such deployment, for a number of reasons. For example, because the networks of the companies overlap so little, combining the networks increases the likelihood that, for a future build under consideration, existing facilities will be nearby. Nearby facilities would reduce the cost of a network build, and may make some builds cost effective that otherwise would not be.

¹ See Letter from Kent Bressie, counsel for Level 3 Communications, Inc., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 14-104 (filed Sept. 12, 2014).

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Please do not hesitate to contact me if you should have any questions.

Sincerely,

/s/ Joseph C. Cavender
Joseph C. Cavender

cc: Dennis Johnson
Jodie May