

Approved by OMB
3060-0678

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File Number: SES-T/C-INTR2011-01391

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENT	FCC Use Only
FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Transfer of Control for GCAS

1-8. Legal Name of Applicant	
Name: Global Crossing Americas Solutions, Inc.	Phone Number: 305-808-5934
DBA Name:	Fax Number:
Street: 701 Waterford Way Suite 390	E-Mail: paul.kouroupas@globalcrossing.com
City: Miami	State: FL
Country: USA	Zipcode: 33126 -
Attention: Mr. Paul Kouroupas	
9-16. Name of Contact Representative	
Name: Paul Kouroupas	Phone Number: 305-808-5934
Company: Global Crossing Americas Solutions, Inc.	Fax Number:
Street: 701 Waterford Way Suite 390	E-Mail: paul.kouroupas@globalcrossing.com
City: Miami	State: FL
Country: USA	Zipcode: 33126-
Attention: Mr. Paul Kouroupas	
Relationship:	

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.	
<input checked="" type="radio"/> a1. Earth Station <input checked="" type="radio"/> a2. Space Station	(N/A) b1. Application for License of New Station (N/A) b2. Application for Registration of New Domestic Receive-Only Station (N/A) b3. Amendment to a Pending Application (N/A) b4. Modification of License or Registration <input checked="" type="radio"/> b5. Assignment of License or Registration <input checked="" type="radio"/> b6. Transfer of Control of License or Registration (N/A) b7. Notification of Minor Modification (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States (N/A) b10. Other (Please specify)
17c. Is a fee submitted with this application? <input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114). <input checked="" type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input checked="" type="radio"/> Other (please explain):	
17d. (First Station) (Each Additional Station) Fee Classification A CNX - Fixed Satellite Transmit/Receive Earth Station Quantity 1 Fee Classification B CFX - Fixed Satellite Transmit/Receive Earth Station Quantity 17	
18. If this filing is in reference to an existing station, enter: (a) Call sign of station: Not Applicable	19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: Not Applicable (b) File number of pending application: Not Applicable

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:
<input checked="" type="checkbox"/> a. Fixed Satellite <input type="checkbox"/> b. Mobile Satellite <input type="checkbox"/> c. Radiodetermination Satellite <input type="checkbox"/> d. Earth Exploration Satellite

<input type="checkbox"/> e. Direct to Home Fixed Satellite <input type="checkbox"/> f. Digital Audio Radio Service <input type="checkbox"/> g. Other (please specify)	22. If earth station applicant, check all that apply. <input checked="" type="checkbox"/> Using U.S. licensed satellites <input type="checkbox"/> Using Non-U.S. licensed satellites
21. STATUS: Choose the button next to the applicable status. Choose only one. <input checked="" type="radio"/> Common Carrier <input checked="" type="radio"/> Non-Common Carrier	
23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities: <input checked="" type="radio"/> Connected to a Public Switched Network <input checked="" type="radio"/> Not connected to a Public Switched Network <input checked="" type="radio"/> N/A	
24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s). <input checked="" type="checkbox"/> a. C-Band (4/6 GHz) <input type="checkbox"/> b. Ku-Band (12/14 GHz) <input type="checkbox"/> c. Other (Please specify upper and lower frequencies in MHz.) Frequency Lower: Frequency Upper:	

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one. <input checked="" type="radio"/> a. Fixed Earth Station <input type="radio"/> b. Temporary-Fixed Earth Station <input type="radio"/> c. 12/14 GHz VSAT Network <input type="radio"/> d. Mobile Earth Station <input type="radio"/> e. Geostationary Space Station <input type="radio"/> f. Non-Geostationary Space Station <input type="radio"/> g. Other (please specify)
26. TYPE OF EARTH STATION FACILITY: Choose only one. <input checked="" type="radio"/> Transmit/Receive <input checked="" type="radio"/> Transmit-Only <input checked="" type="radio"/> Receive-Only <input checked="" type="radio"/> N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.) Not Applicable
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ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments. <input checked="" type="radio"/> Yes <input checked="" type="radio"/> No
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ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30-34.

29. Is the applicant a foreign government or the representative of any foreign government?	<input checked="" type="radio"/> Yes <input checked="" type="radio"/> No
30. Is the applicant an alien or the representative of an alien?	<input checked="" type="radio"/> Yes <input checked="" type="radio"/> No <input checked="" type="radio"/> N/A
31. Is the applicant a corporation organized under the laws of any foreign government?	<input checked="" type="radio"/> Yes <input checked="" type="radio"/> No <input checked="" type="radio"/> N/A
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input checked="" type="radio"/> Yes <input checked="" type="radio"/> No <input checked="" type="radio"/> N/A
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input checked="" type="radio"/> Yes <input checked="" type="radio"/> No <input checked="" type="radio"/> N/A
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	Attachment 3

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	<input checked="" type="radio"/> Yes <input checked="" type="radio"/> No
36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.	<input checked="" type="radio"/> Yes <input checked="" type="radio"/> No
37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.	<input checked="" type="radio"/> Yes <input checked="" type="radio"/> No
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances	<input checked="" type="radio"/> Yes <input checked="" type="radio"/> No
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.	<input checked="" type="radio"/> Yes <input checked="" type="radio"/> No
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.	
41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input checked="" type="radio"/> Yes <input checked="" type="radio"/> No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43. Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).

On April 10, 2011, Global Crossing Limited (GCL), Level 3 Communications, Inc. (Level 3 Parent), and Apollo Amalgamation Sub Ltd. (Amalgamation Sub) executed an Agreement and Plan of Amalgamation (Amalgamation Agreement) whereby GCL and Amalgamation Sub will, following the receipt of necessary regulatory approvals, amalgamate pursuant to the Companies Act 1981 of Bermuda (Companies Act) and continue their existence as a single company, to be known as Level 3 GC Limited. An amalgamation under Bermuda law differs from a merger under the corporate laws of a U.S. state (e.g., Delaware) in that there is no surviving corporation. Instead, the assets and liabilities of the amalgamating companies (here, GCL and Amalgamation Sub) become those of the amalgamated company (here, Level 3 GC Limited), and the certificate of amalgamation is equivalent to the certificate of incorporation of the amalgamated entity. Pursuant to the Amalgamation Agreement, all GCL common shares and convertible preferred shares (excluding shares held by dissenting shareholders) will be cancelled and cease to exist. As consideration, existing shareholders of GCL (excluding dissenting shareholders) will receive shares in Level 3 Parent from an Exchange Fund established pursuant to the Amalgamation Agreement, with each GCL common or convertible preferred share to be exchanged for 16 shares of Level 3 Parent common stock. The shares of dissenting shareholders will be cancelled, and dissenting shareholders will receive the right to payment of fair value pursuant to the Companies Act. As a consequence of the Proposed Transaction, Level 3 GC Limited will be a wholly-owned, direct subsidiary of Level 3 Parent. Global Crossing Americas Solutions, Inc. will continue to be the Commission licensee.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
 Unincorporated Association
 Partnership
 Corporation
 Governmental Entity
 Other (please specify)

45. Name of Person Signing
Paul Kouroupas

46. Title of Person Signing
VP Regulatory Affairs

47. Please supply any need attachments.

Attachment 1:

Attachment 2:

Attachment 3:

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

SATELLITE EARTH STATION AUTHORIZATIONS FCC Form 312 - Schedule A FOR OFFICIAL USE ONLY

Select one of the following

CONSENT TO TRANSFER OF CONTROL

CONSENT TO ASSIGNMENT OF LICENSE

NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY
REGISTRATION

NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY
REGISTRATION

A1. Name of Licensee (as shown on FCC 312 - Main Form)

Name: Global Crossing Americas Solutions, Inc.

Phone Number: 305-808-5934

DBA Name:

Fax Number:

Street: 701 Waterford Way
Suite 390

E-Mail: paul.kouroupas@globalcrossing.

City: Miami

State: FL

Country: USA

Zipcode: 33126 -

Attention: Mr. Paul Kouroupas

A8. List Callsign(s) of station(s) being assigned or transferred

Callsign:E080116	Callsign:E080118	Callsign:E080119	Callsign:E080121	Callsign:E080122	Callsign:E080123	Callsign:E080124	Callsign:E080125
Callsign:E090214	Callsign:E080117	Callsign:E010051	Callsign:E010052	Callsign:E080110	Callsign:E080111	Callsign:E080112	Callsign:E080113
Callsign:E080114	Callsign:E080115	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:

A9. No. of station(s) listed
18

A10. Name of Transferor/ Assignor

Name: Global Crossing Limited

Phone 441-296-8600

Company:	Number:	
Street: Wessex House	Fax Number:	
45 Reid Street	E-Mail: paul.kouroupas@globalcrossing.	
City: Hamilton HM12	State:	
Country: Bermuda	Zipcode: -	
Attention:	Relationship:	

A15. Name of Transferee/ Assignee	
Name: Level 3 Communications, Inc.	Phone Number: 202-521-8893
DBA Name:	Fax Number: 202-521-8899
Street: 1025 Eldorado Boulevard	E-Mail: erin.boone@level3.com
23-605	
City: Broomfield	State: CO
Country: USA	Zipcode: 80021 -
Attention: Ms. Erin Boone	

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

Yes
 No
 N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertain to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) Global Crossing Americas Solutions, Inc.	A24. Title (Office Held by Person Signing) VP Regulatory Affairs
A26. Printed Name of License Transferor / Assignor (Must agree with A10) Global Crossing Limited	A28. Title (Office Held by Person Signing) Security Officer & VP Regulatory Affairs
A26. Printed Name of License Transferee / Assignee (Must agree with A15) Level 3 Communications, Inc.	A28. Title (Office Held by Person Signing) Assistant Chief Legal Officer

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