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Before the
Federal Communications Commission
Washington, D.C. 20554

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In the Matter of	)	
	)	
Applications of Global Crossing Limited and Level 3 Communications, Inc.	)	
	)	IB Docket No. 11-78
Application for Consent to Transfer Control of Licenses and Authorizations	)	
	)	

PROTECTIVE ORDER

Adopted: July 22, 2011 **Released: July 22, 2011**

By the Chief, International Bureau:

1. In this Protective Order, we adopt procedures to limit access to proprietary or confidential information that has been and that may subsequently be filed in this proceeding.[1] We believe that such materials will be necessary to develop a more complete record on which to base the Commission's decision. While we are mindful of their sensitive nature, we are also mindful of the right of the public to participate in this proceeding in a meaningful way. We therefore will make such information available to participants in this proceeding, but only pursuant to a protective order. We conclude that the procedures we adopt in this Protective Order give appropriate access to the public while protecting proprietary and confidential information from improper disclosure, and that the procedures thereby serve the public interest.[2]

2. *Definitions.* As used herein, capitalized terms not otherwise defined in this Protective Order shall have the following meanings:

"Acknowledgement" means the Acknowledgement of Confidentiality attached as Appendix A hereto.

"Competitive Decision-Making" means that a person's activities, association, or relationship with any of its clients involve advice about or participation in the relevant business decisions or the analysis underlying the relevant business decisions of the client in competition with or a business relationship with the Submitting Party.

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[1] Global Crossing Limited and Level 3 Communications, Inc., Application for Consent To Transfer Control of Authority To Provide Global Facilities-Based and Global Resale International Telecommunications Services and of Domestic Common Carrier Transmission Lines, Pursuant to Section 214 of the Communications Act, as Amended, IB Docket No. 11-78 (filed May 13, 2011). The applications for transfer of control of cable landing licenses and 214 authorizations are jointly filed by the Applicants; the application for transfer of control of non-common carrier satellite earth station authorization is filed by Global Crossing Americas Solutions, Inc., a subsidiary of GCL. Applicants filed supplements to their applications on May 27 and 31, 2011.

[2] This Protective Order does not constitute a resolution of the merits concerning whether any information submitted under the Protective Order would be released publicly by the Commission upon a proper request under the Freedom of Information Act (FOIA) or otherwise.

"Confidential Information" means information that is not otherwise available from publicly available sources and that is subject to protection under FOIA and the Commission's implementing rules.

"Counsel" means In-House Counsel and Outside Counsel of Record.

"In-House Counsel" means an attorney employed by a party to this proceeding or employed by an affiliated entity and who is actively engaged in the conduct of this proceeding, provided that such attorney is not involved in Competitive Decision-Making.

"Outside Counsel of Record" or "Outside Counsel" means the attorney(s), firm(s) of attorneys, or sole practitioner(s), as the case may be, representing a party in this proceeding, provided that such attorneys are not involved in Competitive Decision-Making. The term "Outside Counsel of Record" includes any attorney representing a non-commercial party in this proceeding, provided that such attorney is not involved in Competitive Decision-Making.

"Outside Consultant" means a consultant or expert retained for the purpose of assisting Counsel or a party in this proceeding, provided that such consultant or expert is not involved in Competitive Decision-Making. The term "Outside Consultant" includes any consultant or expert employed by a non-commercial party in this proceeding, provided that such consultant or expert is not involved in Competitive Decision-Making.

"Redacted Confidential Document" means a copy of a Stamped Confidential Document where the Confidential Information has been redacted.

"Reviewing Party" means a person who has obtained access to Confidential Information (including Stamped Confidential Documents) pursuant to paragraphs 5 or 8 of this Protective Order.

"Stamped Confidential Document" means any document, or any part thereof, that contains Confidential Information and that bears the legend (or which otherwise shall have had the legend recorded upon it in a way that brings its attention to a reasonable examiner) "CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN IB Docket NO. 11-78 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION," unless the Commission determines, *sua sponte* or by request pursuant to sections 0.459 or 0.461 of its rules, that any such document is not entitled to confidential treatment. The term "document" means any written, recorded, electronically stored, or graphic material, whether produced or created by the Submitting Party or another person. By designating a document a "Stamped Confidential Document," a Submitting Party signifies and represents that it contains Confidential Information.

"Submitting Party" means a person who submits a Stamped Confidential Document.

3. *Submission of Stamped Confidential Documents.* A Submitting Party shall submit to the Secretary's Office one copy of each Stamped Confidential Document it wishes to file, two copies of the Stamped Confidential Document in redacted form and an accompanying cover letter. Each page of the Stamped Confidential Document shall be stamped "CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN IB DOCKET NO. 11-78 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION." The cover letter also shall contain this legend. Each Redacted Confidential Document shall have the same pagination as the Stamped Confidential Document from which it is derived. The two copies of the Redacted Confidential Document and the accompanying cover letter shall be stamped "REDACTED – FOR PUBLIC INSPECTION." To the extent that any page of the filing contains both Confidential Information and non-confidential information, only the Confidential Information may be redacted and the page of the unredacted filing shall clearly distinguish the Confidential Information from the non-confidential information. In addition, two copies of each Stamped Confidential Document and the accompanying cover letter must be delivered in person to Carrie-Lee Early, Policy Division, International Bureau, Federal Communications Commission, 445 12th Street, S.W., Room 7-B511,

Washington, D.C. 20554 and Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, Federal Communications Commission, 445 12th Street, S.W., Washington, D.C. 20554.

4. *Copying Sensitive Documents*. If, in the reasonable judgment of the Submitting Party, a document contains information so sensitive that copying of it should be restricted, the Submitting Party may mark the document with the legend "Additional Copying Prohibited." A Reviewing Party shall receive only one copy of the document and no further copies of such document, in any form, shall be made. Application for relief from this restriction against further copying may be made to the Commission, with notice to Counsel of Record for the Submitting Party.

5. *Procedure for Obtaining Access to Stamped Confidential Documents*. Any person seeking access to Stamped Confidential Documents and Confidential Information subject to this Protective Order shall sign and date the Acknowledgment agreeing to be bound by the terms and conditions of the Protective Order; and file the Acknowledgment with the Bureau, on behalf of the Commission. Such person shall also serve a copy of the Acknowledgment upon each Submitting Party through its Counsel of Record so that it is received at least five business days prior to such person's reviewing or having access to the Submitting Party's Stamped Confidential Documents or Confidential Information, except that, where the person seeking access is one described in either clause 1 or 2 of paragraph 8, the Acknowledgment shall be delivered promptly prior to the person's obtaining access. Each Submitting Party shall have an opportunity to object to the disclosure of its Stamped Confidential Documents or Confidential Information to any such person. A Submitting Party must file any such objection at the Commission and serve it on Counsel representing, retaining or employing such person within three business days after receiving a copy of that person's Acknowledgment (or where the person seeking access is one described in clause 1 or 2 of paragraph 8, filed and serve such objection as promptly as practicable after receipt of the Acknowledgment). Until any such objection is resolved by the Commission and, if appropriate, by any court of competent jurisdiction, and unless such objection is resolved in favor of the person seeking access, a person subject to an objection from a Submitting Party shall not have access to Stamped Confidential Documents or Confidential Information.

6. *Review of Stamped Confidential Documents.* A Submitting Party shall make available for review the Stamped Confidential Documents of such party at the offices of the party's Outside Counsel of Record or, if the Submitting Party does not have Outside Counsel of Record, at the offices of such party's In-House Counsel. A Reviewing Party shall be provided the following alternatives, subject to the terms of paragraph 4: (1) a Reviewing Party will be provided adequate opportunity to inspect the documents on site; (2) a Reviewing Party may inspect the documents on site with the ability to request copies, at cost, of all or some of the documents; or (3) a Reviewing Party may request a complete set of the documents at cost, allowing two business days after the request is made for receipt of the copies. If a Reviewing Party plans on requesting a complete set of documents, it is encouraged to make such a request at the time it submits the Acknowledgment to allow it the opportunity to begin reviewing the documents at the end of the five-day period referred to in paragraph 5. All copies of documents that are removed from the Submitting Party's office must be returned or destroyed in accordance with the terms of paragraph 17.

7. *Use of Confidential Information*. Persons obtaining access to Confidential Information (including Stamped Confidential Documents) under this Protective Order shall use the information solely for the preparation and conduct of this proceeding before the Commission and any subsequent judicial proceeding arising directly from this proceeding and, except as provided herein, shall not use such documents or information for any other purpose, including without limitation business, governmental, or commercial purposes, or in other administrative, regulatory or judicial proceedings. Should the Commission rely upon or otherwise make reference to the contents of any of the Stamped Confidential Documents or Confidential Information in its decision in this proceeding, it will do so by redacting any Confidential Information from the public version of the decision and by making the unredacted version of

the decision available only to a court and to those persons entitled to access to Confidential Information under this Protective Order.

8. *Permissible Disclosure*. A Reviewing Party may discuss and share the contents of the Stamped Confidential Documents and Confidential Information with another Reviewing Party and with the Commission and its staff. A Submitting Party's Stamped Confidential Documents and Confidential Information may also be disclosed to employees and Counsel of the Submitting Party. Subject to the requirements of paragraph 5, a Reviewing Party may disclose Stamped Confidential Documents and Confidential Information to: (1) paralegals or other employees of such Reviewing Party assisting them in this proceeding; and (2) employees of third-party contractors involved solely in one or more aspects of organizing, filing, coding, converting, storing, or retrieving documents or data or designing programs for handling data connected with this proceeding, or performing other clerical or ministerial functions with regard to documents connected with this proceeding.

9. *Filings with the Commission*. A Reviewing Party or a Submitting Party may in any document that it files in this proceeding disclose Confidential Information only if it complies with the following procedure. The party shall submit to the Secretary's Office one copy of the filing containing Confidential Information (the "Confidential Filing"), two copies of the filing in redacted form, *i.e.*, containing no Confidential Information (the "Redacted Confidential Filing"), and an accompanying cover letter. The cover or first page of the Confidential Filing and each page of the Confidential Filing that contains or discloses Confidential Information must be clearly marked "CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN IB DOCKET NO. 11-78 before the Federal Communications Commission." The cover letter shall also contain this legend. The Confidential Filing shall be made under seal, and will not be placed in the Commission's public file. The two copies of the Redacted Confidential Document and the accompanying cover letter shall be stamped "REDACTED – FOR PUBLIC INSPECTION." The cover letter accompanying the Redacted Confidential Filing shall state that the Submitting Party is filing a redacted version of the filing. Each Redacted Confidential Filing shall have the same pagination as the Confidential Filing from which it is derived. To the extent that any page of the Confidential Filing contains both Confidential Information and non-confidential information, only the Confidential Information may be redacted and the page of the unredacted Confidential Filing shall clearly distinguish the Confidential Information from the non-confidential information. Two copies of each Confidential Filing and the accompanying cover letter must be delivered in person to Carrie-Lee Early, Policy Division, International Bureau, Federal Communications Commission, 445 12th Street, S.W., Room 7-B511, Washington, D.C. 20554 and Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, Federal Communications Commission, 445 12th Street, S.W., Washington, D.C. 20554, and one copy must be served on the relevant Submitting Party. Parties should not provide courtesy copies of pleadings containing Confidential Information to Commission staff unless the Bureau so requests, and any such courtesy copies shall be submitted under seal.

10. *Non-Disclosure of Stamped Confidential Documents*. Except with the prior written consent of the Submitting Party, or as provided under this Protective Order, neither a Stamped Confidential Document nor any Confidential Information may be disclosed further.

11. *Protection of Stamped Confidential Documents and Confidential Information.* A Reviewing party shall have the obligation to ensure that access to Stamped Confidential Documents and Confidential Information is strictly limited as prescribed in this Protective Order. A Reviewing Party shall further have the obligation to ensure that Stamped Confidential Documents and Confidential Information are used only as provided in this Protective Order.

12. *Requests for Additional Disclosure*. If any person requests disclosure of Confidential Information outside the terms of this Protective Order, such a request will be treated in accordance with sections 0.442 and 0.461 of the Commission's rules.

13. *Client Consultation.* Nothing in this Protective Order shall prevent or otherwise restrict Counsel from rendering advice to their clients relating to the conduct of this proceeding and any subsequent judicial proceeding arising therefrom and, in the course thereof, relying generally on examination of Stamped Confidential Documents or Confidential Information; *provided, however*, that in rendering such advice and otherwise communicating with such client, Counsel shall not disclose Stamped Confidential Documents or Confidential Information.

14. *No Waiver of Confidentiality.* Disclosure of Confidential Information as provided herein by any person shall not be deemed a waiver by any Submitting Party of any privilege or entitlement to confidential treatment of such Confidential Information. Reviewing Parties, by viewing this material, agree: (1) not to assert any such waiver; (2) not to use Confidential Information to seek disclosure in any other proceeding; and (3) that accidental disclosure of Confidential Information by a Submitting Party shall not be deemed a waiver of any privilege or entitlement as long as the Submitting Party takes prompt remedial action.

15. *Subpoena by Courts, Departments, or Agencies.* If a court, or a federal or state department or agency issues a subpoena for or orders the production of Stamped Confidential Documents or Confidential Information that a party has obtained under terms of this Protective Order, such party shall promptly notify each Submitting Party of the pendency of such subpoena or order. Consistent with the independent authority of any court, department or agency, such notification must be accomplished such that the Submitting Party has a full opportunity to oppose such production prior to the production or disclosure of any Stamped Confidential Document or Confidential Information.

16. *Violations of Protective Order.* Should a Reviewing Party violate any of the terms of this Protective Order, such Reviewing Party shall immediately convey that fact to the Commission and to the Submitting Party. Further, should such violation consist of improper disclosure of Confidential Information, the violating person shall take all necessary steps to remedy the improper disclosure. The Commission retains its full authority to fashion appropriate sanctions for violations of this Protective Order, including but not limited to suspension or disbarment of Counsel from practice before the Commission, forfeitures, cease and desist orders, and denial of further access to Confidential Information in this or any other Commission proceeding. Nothing in this Protective Order shall limit any other rights and remedies available to the Submitting Party at law or in equity against any person using Confidential Information in a manner not authorized by this Protective Order.

17. *Termination of Proceeding.* The provisions of this Protective Order shall not terminate at the conclusion of this proceeding. Within two weeks after conclusion of this proceeding and any administrative or judicial review, Reviewing Parties shall destroy or return to the Submitting Party Stamped Confidential Documents and all copies of the same. No material whatsoever derived from Stamped Confidential Documents may be retained by any person having access thereto, except Counsel may retain, under the continuing strictures of this Protective Order, two copies of pleadings (one of which may be in electronic format) prepared in whole or in part by that party that contain Confidential Information, and one copy of orders issued by the Commission or Bureau that contain Confidential Information. All Counsel shall certify compliance with these terms and shall deliver such certification to Counsel for the Submitting Party not more than three weeks after conclusion of this proceeding. The provisions of this paragraph regarding retention of Stamped Confidential Documents and copies of the same and Confidential Information shall not be construed to apply to the Commission or its staff.

18. *Authority.* This Order is issued pursuant to sections 4(i), 214 and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 214 and 310(d), Section 4 of the

Freedom of Information Act, 5 U.S.C. § 552(b)(4), and authority delegated under sections 0.261 and 0.291 of the Commission's rules, 47 C.F.R. §§ 0.261, 0.291, and is effective upon its adoption.

FEDERAL COMMUNICATIONS COMMISSION

Mindel De La Torre
Chief, International Bureau

APPENDIX A

Acknowledgment of Confidentiality

IB Docket No. 11-78

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, and I understand it.

I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order.

I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

I certify that I am not involved in Competitive Decision-Making.

Without limiting the foregoing, to the extent that I have any employment, affiliation, or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or advocacy organization), I acknowledge specifically that my access to any information obtained as a result of the Protective Order is due solely to my capacity as Counsel or Outside Consultant to a party or as a person described in paragraph 8 of the foregoing Protective Order and agree that I will not use such information in any other capacity.

I acknowledge that it is my obligation to ensure that Stamped Confidential Documents are not duplicated except as specifically permitted by the terms of the Protective Order.

I certify that I have verified that there are in place procedures at my firm or office to prevent unauthorized disclosure of Stamped Confidential Documents and Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Protective Order.

Executed this ___ day of _____, 2011.

_____

[Name]

[Position]

[Address]

[Telephone]