

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application    ) Application No. C-4339  
of Level 3 Communications, Inc.,    )  
Broomfield, Colorado, Global        )  
Crossings North America, Inc.       )  
and Global Crossings                )  
Telecommunications, Inc.,            ) GRANTED  
Rochester, New York, seeking        )  
approval of a transfer of            )  
control of Global Crossings         )  
Telecommunications, Inc. to          )  
Level 3 Communications, Inc.         ) Entered: July 26, 2011

BY THE COMMISSION:

On June 6, 2011, an application was jointly filed by Level 3 Communications, Inc. ("Level 3"), of Broomfield, Colorado, Global Crossing North America, Inc. ("Global Crossing"), and Global Crossing Telecommunications, Inc. ("GC Telecommunications"), both of Rochester, New York, (collectively "Applicants"), seeking approval of a transfer of control of GC Telecommunications to Level 3. Notice of the application was published in The Daily Record, Omaha, Nebraska, on June 13, 2011. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N    A N D    F I N D I N G S

The Parties:

Level 3 is a Delaware corporation with principal offices located in Broomfield, Colorado. Level 3 is authorized to provide local exchange and interexchange telecommunications services in Nebraska under and by virtue of authority heretofore granted by this Commission.<sup>1</sup>

Global Crossing is a New York corporation with its principal place of business located in Rochester, New York. GC Telecommunications is a Michigan corporation and a wholly owned indirect subsidiary of Global Crossing. GC Telecommunications, together with other U.S. and international affiliates of Global Crossings, provide telecommunications solutions over an integrated global IP-based network. GC Telecommunications is authorized to provide intrastate telecommunications services in Nebraska under and by virtue of authority heretofore granted by this Commission.<sup>2</sup>

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<sup>1</sup> See Authority Docket C-1986 (March 2, 1999).

<sup>2</sup> See Authority Docket C-772 (August 1, 1989).

## Description of the Transaction:

According to the application, on April 11, 2011, Level 3, Apollo Amalgamation Sub, Ltd. ("Apollo Sub"), a wholly owned subsidiary of Level 3 formed for the purpose of the proposed transaction, and Global Crossing's indirect parent company, Global Crossing Limited ("GCL"), entered into an agreement whereby Apollo Sub and GCL will be merged. Upon the merger, the merged entity will be renamed Level 3 GC Limited. Level 3 GC Limited will be a wholly owned subsidiary of Level 3 LLC. As a result of the transaction, Level 3 will indirectly control GC Telecommunications.

Upon completion of the proposed transaction, the Applicants state GC Telecommunications will continue to operate its facilities and provide service to its customers at the same rates, terms and conditions in Nebraska as it does currently. The Applicants state the transaction will be largely transparent to customers of both entities.

The Applicants state that the transaction is in the public interest and will benefit the customers of GC Telecommunications because it will enable the combined entity to better meet the local, national, and global needs of enterprises, wholesale buyers, and other customers. The Applicants further state the transaction will help create a more competitive company and deliver greater value and variety of service to their customers.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

## O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4339 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 26<sup>th</sup> day of July, 2011.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

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COMMISSIONERS CONCURRING:

*Doc Johnson*  
*David Boyle*  
*Quail L. Vaz*  
//s//Frank E. Landis  
//s//Tim Schram

*Tim Schram*  
Chairman

ATTEST:

*Paul S. 1/20*  
Executive Director