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20 May 2011

BY ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

*Re: Proposed Acquisition of Global Crossing Limited by
Level 3 Communications, Inc., IB Docket No. 11-78*

Dear Ms. Dortch:

On May 12, 2011, Level 3 Communications, Inc. (“Level 3 Parent”), and Global Crossing Limited (“GCL,” together with Level 3 Parent, “Applicants”) filed a series of applications, pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended, and the Cable Landing License Act of 1921, seeking Commission approval to transfer control of GCL’s licensee subsidiaries to Level 3 Parent.

In pre-filing conversations with Commission staff, Applicants’ counsel discussed the staff’s request to review all materials (including any deposition transcripts and exhibits) provided by the Applicants to the Antitrust Division of the U.S. Department of Justice (“Antitrust Division”) in connection with the Antitrust Division’s review of the proposed transaction pursuant to the Hart-Scott-Rodino Antitrust Improvements Act (“HSR Act”) and the Antitrust Civil Process Act (collectively, the “HSR Protected Materials”) and to engage in discussions with representatives of the Antitrust Division with respect to those documents and the status of the Antitrust Division’s review. Similarly, the Antitrust Division requested a parallel waiver from the Applicants and related parties.

The Applicants and related parties have agreed to these waiver requests, as reflected in their joint letter to the Antitrust Division (enclosed), on the understanding that the Commission will treat the HSR Protected Materials as confidential documents pursuant to 47 C.F.R. § 0.459, and that the discussions with the Antitrust Division will be treated as exempt *ex parte* presentations pursuant to 47 C.F.R. § 1.1204(a)(5) and (6).

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Please do not hesitate to contact me if you have any questions regarding any of the foregoing or the enclosed letter.

Yours sincerely,



Kent D. Bressie

Counsel for Level 3 Communications, Inc.

Enclosure

cc: Jim Bird
William Dever
David Krech
Latham & Watkins LLP