WILTSHIRE & GRANNIS LLP

1200 18TH STREET, N.W., STE. 1200
WASHINGTON, D.C. 20036-2516
U.S.A.

TEL +1 202 730 1337
FAX +1 202 730 1301
WWW.WILTSHIREGRANNIS.COM

ATTORNEYS AT LAW

28 July 2011

BY ELECTRONIC FILING

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

Re: Level 3 Communications, Inc.'s Petition for Declaratory Ruling under Section 310(b)(4) and Applications for Transfer of Control, IB Docket No. 11-78

Dear Ms. Dortch:

With this letter, Level 3 Communications, Inc. ("Level 3 Parent") hereby updates certain factual information contained in its applications for transfer of control ("Applications") and petition for declaratory ruling ("Petition") filed in the above-referenced docket.

First, on June 15, 2011, Level 3 Parent filed an amended Form S-4 with the Securities and Exchange Commission ("SEC"), describing that Level 3 Parent had determined the exact size of its board and the exact number of directors to be designated by STT Crossing Ltd ("STT Crossing") pursuant to the Stockholder Rights Agreement executed by and between Level 3 Parent and STT Crossing following Level 3 Parent's consummation of its acquisition of Global Crossing Limited ("GCL"). Post-consummation, Level 3 Parent's board will have 11 members, and STT Crossing will have the right to designate three directors for appointment to Level 3 Parent's board.

Second, on July 15, 2011, holders of Level 3 Parent convertible debt completed a conversion of some of that debt into shares of Level 3 Parent. As a result, the total number of issued and outstanding Level 3 Parent shares has increased by 71,090,008. This debt conversion will result in slightly revised ownership percentages at consummation as a result of the overall increase in issued and outstanding Level 3 Parent shares and as a result of the participation of Fairfax Financial Holdings Limited ("Fairfax") in the debt conversion. In particular, the debt conversion will reduce STT Crossing's ownership interest to approximately 23.92 percent and

will increase Fairfax's ownership percentage to approximately 9.73 percent at consummation.[1] Southeastern Asset Management, Inc.'s ("SAM") ownership interest will also change, to approximately 20.73 percent at consummation, due to SAM's recent purchase of GCL stock on the retail market as well as to the debt conversion.

As a consequence and with respect to its Petition, Level 3 Parent makes a corresponding minor revision to its request for indirect foreign ownership in excess of the Section 310(b)(4) limitation following consummation of the Proposed Transaction.[2] Specifically, Level 3 Parent requests a declaratory ruling allowing aggregate indirect foreign ownership in TelCove FWL, Inc. ("TelCove") and Vyvx, LLC ("Vyvx") of approximately 43.52 percent at closing, consisting of (i) an approximate 23.92-percent indirect equity-and-voting interest to be acquired by STT Crossing upon the consummation of the Proposed Transaction, (ii) an aggregate approximate 12.92-percent indirect equity-and-voting interests that are held or will be acquired by other investors from WTO member countries, and (iii) an aggregate approximate 6.68-percent indirect equity-and-voting interests to be acquired by retail investors of unknown nationality. Level 3 Parent also reiterates its request that, consistent with Commission precedent, the Commission permit Level 3 Parent to accept an additional aggregate 25-percent indirect equity and/or voting interests from foreign investors without seeking prior Commission approval under Section 310(b)(4).

Attached please find revised exhibits to Level 3 Parent's Petition, showing the post-close foreign ownership interests and pre- and post-close direct and indirect ownership of TelCove and Vyvx. These exhibits replace Exhibits A to C to Level 3 Parent's Petition. Please also find attached updated Exhibits D and E to the Applications.

---

[1] The previous ownership percentages are noted throughout Level 3 Parent's Petition and Applications. *See* Level 3 Parent, Petition for Declaratory Ruling, at 9-11 (filed May 12, 2011); Level 3 Parent, Consolidated Application For Transfer Of Control of Cable Landing Licenses, at 3, 15, 24; Level 3 Parent, Consolidated Application for Transfer of Control Under Section 214, at 3, 17. 28; Global Crossing Americas Solution, Form 312, Question A20, Exhibit E, at 2-3; Global Crossing Americas Solution, Form 312, Question A20, Exhibit F, at 2, 8.

[2] The previous request is found on pages 2-3 of Level 3 Parent's Petition.

Should you have any questions about this filing, please contact Kent Bressie by telephone at +1 202 730 1337 or by e-mail at kbressie@wiltshiregrannis.com.

Yours sincerely,

Kent D. Bressie
Kristine Laudadio Devine
Counsel for Level 3 Communications, Inc., and Its Subsidiaries

Attachment

cc: Carrie-Lee Early
David Krech
Susan O'Connell