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July 3, 2014

Via DIS

Reneé J. Jenkins, Executive Secretary
Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street
Columbus, OH 43215-3793

Re: Case No. 14-1180-TP-ACO; In the Matter of the Application for Approval of a Transfer of Control of tw telecom of ohio llc to Level 3 Communications, Inc. and Related Transactions

Dear Ms. Jenkins:

On behalf of the Applicants, attached for filing with the Commission is the above-referenced Joint Application.

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Catherine Wang
Brett P. Ferenchak

Counsel for Level 3 Communications, Inc.

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The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM
(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application for Approval of a Transfer of)
Control of tw telecom of ohio llc to Level 3 Communications,)
Inc. and Related Transactions)
)

TRF Docket No. 90-_____

Case No. **14-1180-TP- ACO**

NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.

Name of Registrant(s) **tw telecom of ohio llc**

DBA(s) of Registrant(s) _____

Address of Registrant(s) **10475 Park Meadows Drive, Littleton, CO 80124**

Company Web Address **www.twtelecom.com**

Regulatory Contact Person(s) **Pamela H. Hollick** Phone **317-713-8977** Fax _____

Regulatory Contact Person's Email Address **Pamela.Hollick@twtelecom.com**

Contact Person for Annual Report **Pamela H. Hollick** Phone **317-713-8977**

Address (if different from above) **Same as above**

Consumer Contact Information **Pamela H. Hollick** Phone **317-713-8977**

Address (if different from above) **Same as above**

Name of Registrant(s) **Level 3 Communications, LLC, Broadwing Communications, LLC, Global Crossing Telecommunications, Inc., Global Crossing Local Services, Inc., WilTel Communications, LLC and TelCove Operations, Inc.**

DBA(s) of Registrant(s) _____

Address of Registrant(s) **1025 Eldorado Boulevard, Broomfield, CO 80021**

Company Web Address: **www.level3.com**

Regulatory Contact Person(s) **Richard E. Thayer** Phone **720-888-2516** Fax **720-888-5134**

Regulatory Contact Person's Email Address **Rick.Thayer@Level3.com**

Contact Person for Annual Report **Richard E. Thayer** Phone **720-888-2620**

Address (if different from above) **Same as above**

Consumer Contact Information **Richard E. Thayer** Phone **720-888-2620**

Address (if different from above) **Same as above**

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Chapter [4901:1-6](#) OAC.

Section III – Carrier to Carrier is Pursuant to [4901:1-7](#) OAC, and Wireless is Pursuant to [4901:1-6-24](#) OAC.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) N/A No tariff changes are anticipated.
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. N/A No tariff changes are anticipated.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. See Exhibit A for a description of the transaction.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). N/A Applicants will continue to provide service without immediate change in rates, terms or conditions.

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA 1-6-14(F) (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(F) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(F)(4) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(G) (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14(C)(1)(c) (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF 1-6-08(G) (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA 1-6-25(B) (0 day Notice)
Other* (explain) _____			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter [4901:1-6-7 OAC](#)

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter [4901:1-6-22 OAC](#)

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter [4901:1-6-08, 09 & 10 OAC](#)

Certification	ILEC (Out of Territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE 1-6-08 * (Auto 30- day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 day)	<input type="checkbox"/> UNC 1-6-09 * (Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input checked="" type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see [the 4901:1-6-29 Filing Requirements on the Commission's Web Page](#) for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to [4901:1-7](#)), and Wireless (Pursuant to [4901:1-6-24](#))

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights-of-Way.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	
Wireless Providers See 4901:1-6-24	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicants, _____, and am authorized to make this statement on its behalf.

(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) _____

at (Location) _____

*(Signature and Title) _____ (Date) _____

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, **PLEASE SEE ATTACHED VERIFICATIONS** _____ verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title) _____, Outside Local Counsel (Date) _____

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

STATE OF COLORADO
COUNTY OF BROOMFIELD

§
§
§

VERIFICATION

I, Richard E. Thayer, state that I am Senior Counsel for Level 3 Communications, LLC; that I am authorized to make this Verification on behalf of Level 3 Communications, Inc. and its subsidiaries ("Level 3"); that the foregoing filing was prepared under my direction and supervision; and that the statements with respect to Level 3 in the foregoing document are true and correct to the best of my knowledge, information, and belief.



Richard E. Thayer
Senior Counsel
Level 3 Communications, LLC

SWORN TO AND SUBSCRIBED before me this 26th day of June, 2014.


Notary Public

My commission expires _____

STATE OF COLORADO
COUNTY OF DOUGLAS

§
§
§

I, Tina A. Davis, state that I am the Senior Vice President, General Counsel and Secretary for **tw telecom inc.**; that I am authorized to make this Verification on behalf of **tw telecom inc.** and its subsidiaries ("tw telecom"); that the foregoing filing was prepared under my direction and supervision; and that the statements with respect to tw telecom in the foregoing document are true and correct to the best of my knowledge, information, and belief.

Tina Davis

Name: Tina A. Davis

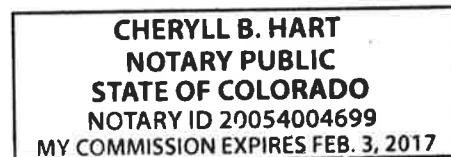
Title: Senior Vice President, General Counsel and Secretary
tw telecom inc.

SWORN TO AND SUBSCRIBED before me on the 27th day of June, 2014.

Cheryll B. Hart

Notary Public

My commission expires 2/03/2017



LIST OF EXHIBITS

Exhibit A	Description of Transaction
Exhibit B	Pre- and Post-Transaction Organizational Charts

LIST OF ATTACHMENTS

Attachment 1	Certificate of Good Standing from Ohio Secretary of State
Attachment 2	List of Officers and Directors

EXHIBIT A

Description of Transaction

Level 3 Communications, Inc. (“Level 3”), and its direct and indirect subsidiaries Saturn Merger Sub 1, LLC and Saturn Merger Sub 2, LLC (together the “Merger Subs”), Level 3 Communications, LLC (“Level 3 LLC”), Broadwing Communications, LLC (“Broadwing”), Global Crossing Telecommunications, Inc. (“GC Telecommunications”), Global Crossing Local Services, Inc. (“GC Local”), WilTel Communications, LLC (“WilTel”), and TelCove Operations, Inc. (“TelCove” and collectively with Level 3 LLC, Broadwing, GC Telecommunications, GC Local, and WilTel, the “Level 3 Companies”) and tw telecom inc. (“tw telecom”) and its indirect subsidiaries tw telecom holdings inc. (“tw telecom holdings”) and tw telecom of ohio llc (“tw telecom ohio”) (collectively, Level 3, Merger Subs, the Level 3 Companies, tw telecom, tw telecom holdings and tw telecom ohio, the “Applicants”), through their undersigned counsel, respectfully request Commission approval or such authority as may be necessary or required, to enable the Applicants to consummate a transaction whereby Level 3 will acquire indirect control of tw telecom ohio. In addition, Applicants plan to participate in certain new financing arrangements necessary to accomplish the acquisition of tw telecom and tw telecom ohio and establish tw telecom ohio as a participant in certain existing financing arrangements of Level 3’s subsidiary Level 3 Financing, Inc. (“Level 3 Financing”).

The Level 3 Companies and tw telecom ohio are each competitive telecommunications carriers that hold authority to provide intrastate telecommunications services in Ohio. As discussed in below, the proposed transactions are in the public interest and will produce benefits to the advantage of customers. The proposed transactions will involve a change in the ultimate ownership of tw telecom ohio at the tw telecom holding company level but will not result in any

assignment of any certificates, assets or customers. The Level 3 Companies and tw telecom ohio will continue to serve their existing customers in Ohio pursuant to their respective authorizations under the same rates, terms and conditions. Accordingly, for all practical purposes, these transactions will be transparent to the customers of the Level 3 Companies and tw telecom ohio.

In support, the Applicants state:

I. DESCRIPTION OF THE APPLICANTS

A. Level 3, Merger Subs and the Level 3 Companies

Level 3 is a publicly traded (NYSE: LVL) Delaware corporation with principal offices located at 1025 Eldorado Boulevard, Broomfield, CO 80021. The Merger Subs are Delaware limited liability companies and wholly owned subsidiaries of Level 3 that were recently formed for the purpose of accomplishing the proposed transaction. Level 3 provides high-quality voice and data services to enterprise, government, wholesale and carrier customers over its IP-based network through its wholly owned indirect subsidiaries, the Level 3 Companies. Level 3 serves 119 markets in North America with 74,000 intercity fiber route miles. The Level 3 Companies are non-dominant carriers that are authorized to provide resold and/or facilities-based telecommunications services nationwide pursuant to certification, registration or tariff requirements, or on a deregulated basis. The Level 3 Companies are also authorized by the Federal Communications Commission (“FCC”) to provide international and domestic interstate services as non-dominant carriers.

Below is a brief description of the Ohio authority held by each of the Level 3 Companies:

- A. Level 3 LLC is authorized to provide interexchange and local exchange telecommunications services pursuant to Certificate No. 90-9062, granted by the Commission in Docket No. 98-2266-01 on May 9, 2002.
- B. Broadwing is authorized to provide interexchange and local exchange telecommunications services pursuant to Certificate No. 90-9107 granted in Case No. 04-1265-TP-ATR on October 18, 2004.

- C. GC Telecommunications is authorized to provide interexchange telecommunications services pursuant to CPCN 90-5102 issued in Case 90-5102-CT-TRF, revised April 26, 2000.
- D. GC Local is authorized to provide intrastate telecommunications services pursuant to CPCN 90-9048 granted by the Commission in Case No. 97-1572-TP-ACE on February 12, 1998.
- E. TelCove is authorized to provide competitive telecommunications services pursuant to Certificate No. 90-9071 granted in Case No. 04-887-TP-CAN on August 20, 2004.
- F. WilTel is authorized to provide competitive telecommunications services pursuant to Certificate No. 90-5860, granted in Case No. 05-06-TP-CIO on February 23, 2005.

B. tw telecom inc., tw telecom holdings inc. and tw telecom of ohio llc

tw telecom is a publicly traded (NASDAQ: TWTC) Delaware corporation with its headquarters at 10475 Park Meadows Drive, Littleton, CO 80124. tw telecom's operating subsidiaries, including tw telecom ohio, provide managed network services, business Ethernet, data networking, converged, Internet Protocol ("IP") based virtual private network or "IP VPN", Internet access, voice, including voice over Internet Protocol or "VoIP", and network security services to a broad range of business and carrier customers. tw telecom serves approximately 76 markets in the U.S. with its own fiber network and its network spans over 24,300 route miles.

tw telecom holdings, a wholly owned subsidiary of tw telecom, is the parent of tw telecom ohio.

tw telecom's operating subsidiaries are authorized to provide telecommunications services as competitive, non-dominant carriers pursuant to certification, registration or tariff requirements, or on a deregulated basis in 46 states¹ and the District of Columbia. tw telecom's operating subsidiaries are also authorized by the FCC to provide international and domestic

¹ tw telecom data services llc has state authorization applications pending before state commissions in Delaware, Maine and Wyoming. tw telecom of iowa llc has a state authorization application to expand its scope of service pending before the state commission in Iowa.

interstate services as non-dominant carriers. In Ohio, tw telecom ohio is authorized pursuant to Certificate 90-911 issued in Docket No. 08-1191-TP-ACO.

II. CONTACT INFORMATION

For the purposes of this Application, contacts for the Applicants are as follows:

For Level 3, Merger Subs and the Level 3 Companies:

Catherine Wang
Danielle Burt
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: catherine.wang@bingham.com
danielle.burt@bingham.com

For tw telecom, tw telecom holdings and tw telecom ohio:

Thomas O'Brien
Bricker & Eckler LLP
100 S. Third Street
Columbus OH 43215-4291
Tel: (614) 227-2335
Email: tobrien@bricker.com

and:

Richard E. Thayer
Senior Counsel
Level 3 Communications, Inc.
1025 Eldorado Boulevard
Broomfield, CO 80021
Tel: (720) 888-2516
Fax: (720) 888-5134
Email: rick.thayer@level3.com

and:

Pamela H. Hollick
Vice President of Regulatory
tw telecom
10475 Park Meadows Drive
Littleton, CO 80124
Tel: (317) 713-8977
pamela.hollick@twtelecom.com

III. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL AND FINANCING ARRANGEMENTS

On June 15, 2014, Level 3, the Merger Subs, and tw telecom entered into an Agreement and Plan of Merger (the "Agreement") whereby Saturn Merger Sub 1, LLC and tw telecom will be merged, with tw telecom surviving the merger. Immediately thereafter, tw telecom will merge with and into Saturn Merger Sub 2, LLC, with Saturn Merger Sub 2, LLC surviving the merger and continuing as a wholly owned subsidiary of Level 3 and Level 3 Financing. Saturn Merger Sub 2, LLC will be renamed tw telecom, llc. Pursuant to the Agreement, each issued and

outstanding common share of tw telecom (other than any shares owned by any dissenting stockholders) will be exchanged for 0.7 shares of Level 3 common stock plus \$10 cash. In total, Level 3 currently expects to issue approximately 98 million shares. These steps will transfer ultimate control of tw telecom ohio and other tw telecom subsidiaries.

STT Crossing Ltd. currently holds an approximate 23.4% interest in Level 3 and will hold approximately 16.3% of the outstanding Level 3 common stock as a result of these transactions.² Southeastern Asset Management, Inc. currently holds an approximate 21.7% interest in Level 3 and will hold approximately 16.6% of the outstanding Level 3 common stock as a result of these transactions.³ Other than STT Crossing Ltd. and Southeastern Asset Management, Inc., no other individual or entity is expected to hold 10% or more of the outstanding Level 3 common stock. As a result of these transactions, Level 3 will indirectly control tw telecom's operating subsidiaries including tw telecom ohio. For the Commission's convenience, pre- and post-transaction organizational charts are provided as Exhibit B. A copy of the Agreement is included as an exhibit to the Form 8-K filed by Level 3 with the U.S. Securities and Exchange Commission available at https://www.sec.gov/Archives/edgar/data/794323/000110465914046560/a14-15513_4ex2d1.htm.

Immediately after consummation of the transaction, tw telecom ohio will continue to operate its facilities and provide service to its customers under the same name and at the same rates, terms, and conditions, ensuring a seamless transition of ownership without confusion or adverse impact to customers. Accordingly, Applicants request authority for the transfer of

² The percentages reflected are accurate based upon public records available as of the date of this filing.

³ The percentages reflected are accurate based upon public records available as of the date of this filing.

control of tw telecom ohio to Level 3 and other approvals necessary for consummation of the proposed transaction.

IV. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the transactions described herein will serve the public interest. The transaction will bring together two successful competitive carrier organizations that have proven themselves in a highly competitive marketplace. Applicants expect that the merger will enable the combined entity to better meet the local, national and global needs of enterprises, wholesale buyers, and other customers. tw telecom's customers will benefit from Level 3's extensive local-to-global footprint. Existing and prospective customers of both companies will benefit from the combined product portfolio including a focus on helping enterprises and carriers manage growth.

The transaction will enhance competition by combining two complementary, non-dominant carriers and strengthen their ability to compete against larger carriers such as AT&T and Verizon in enterprise and wholesale markets in the United States. Level 3's extensive long-haul and metro networks are complementary to tw telecom's deep metro footprint. Operation as an integrated company will allow each of the operating companies to be more competitive and to deliver greater value and variety of services to their customers than they do individually.

Significant financial benefits are expected to be generated from the transaction. The combination is expected to provide \$240 million of annualized synergies, with \$200 million of annualized adjusted EBITDA savings and \$40 million from capital expense savings. The net present value of the potential synergies is expected to be approximately \$2 billion. The transaction is expected to be accretive to Level 3's Free Cash Flow per share after the first year

following closing and deleveraging since Level 3's Net Debt to adjusted EBITDA is expected to improve from 4.6x to 4.5x.

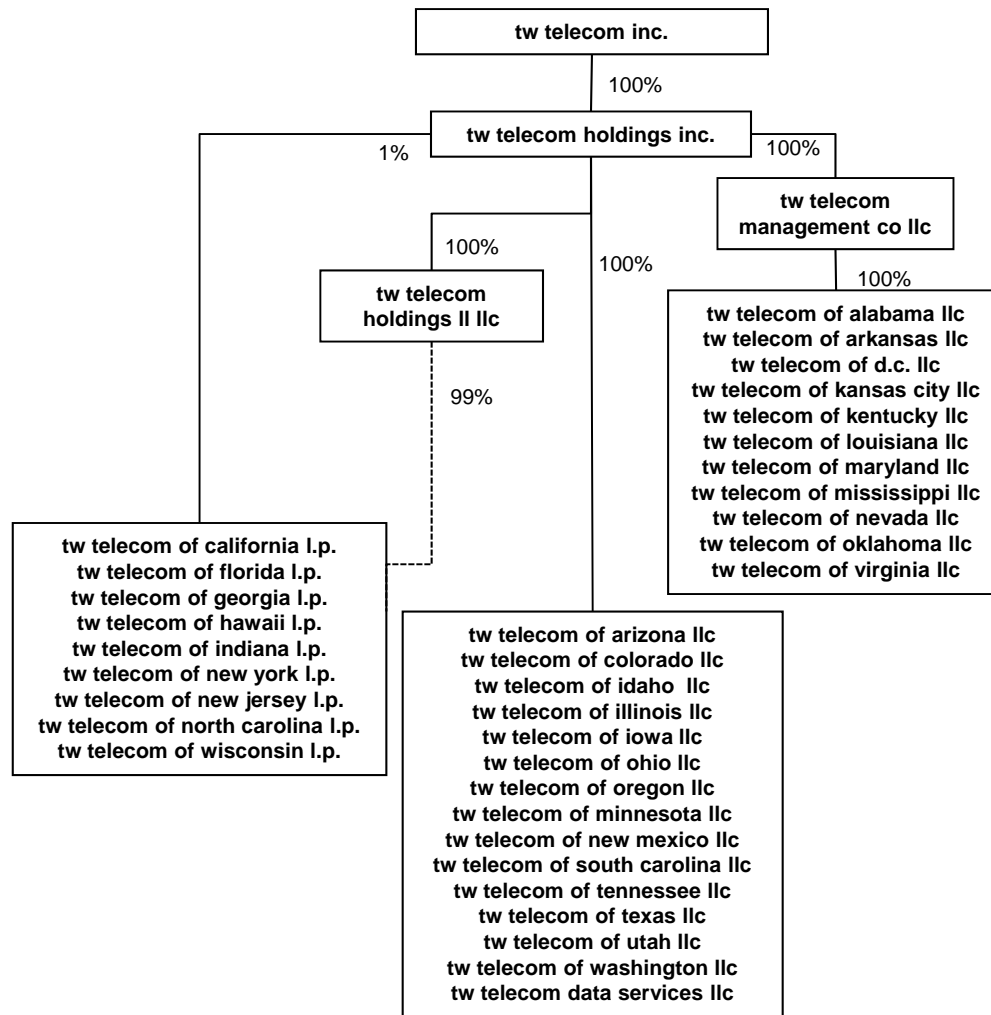
Moreover, the transaction will be conducted in a manner that will be transparent to customers of the Level 3 Companies and tw telecom ohio. The transaction will not result in a change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the transaction, the Level 3 Companies and tw telecom ohio will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

The public interest will also be served by expeditious consideration and approval of the transaction. For various important business, tax and financial reasons, Applicants require that the transaction be closed as quickly as possible. Delay in the regulatory approval process – and thus in the ability of the Applicants to move forward promptly with the integration process – risks creating uncertainty and competitive harm. In particular, the competitive telecommunications marketplace continues to be a very challenging business environment. The proposed transaction is aimed at strengthening the competitive position of the combined entities and, therefore, delay in the regulatory approval process prevents the parties from realizing the economic benefits of integration of the carriers' networks or offering the expanded combined network footprint to customers as quickly as the parties otherwise could.

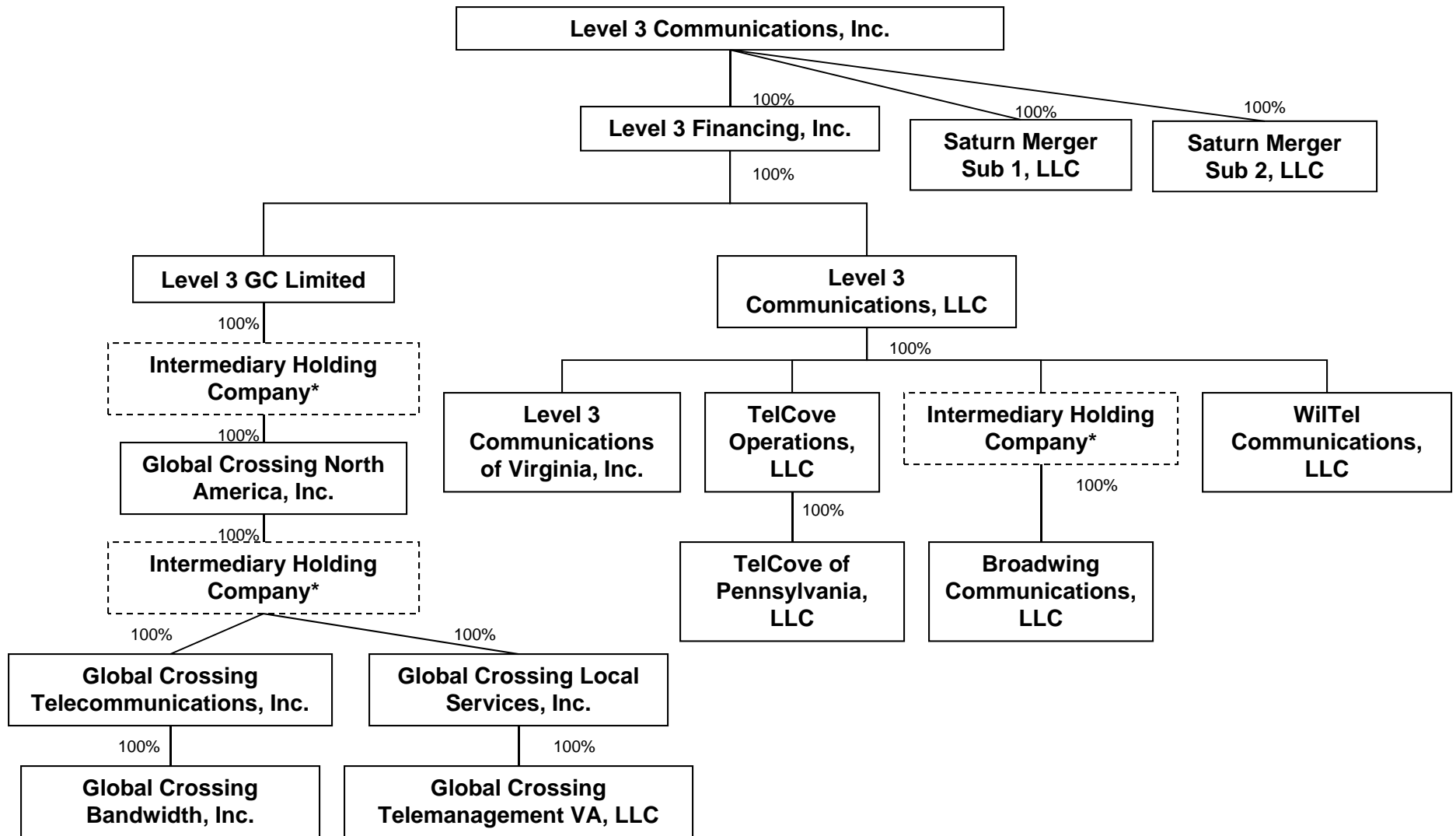
EXHIBIT B

Pre- and Post-Transaction Organizational Charts

Pre-Transaction tw telecom Corporate Structure

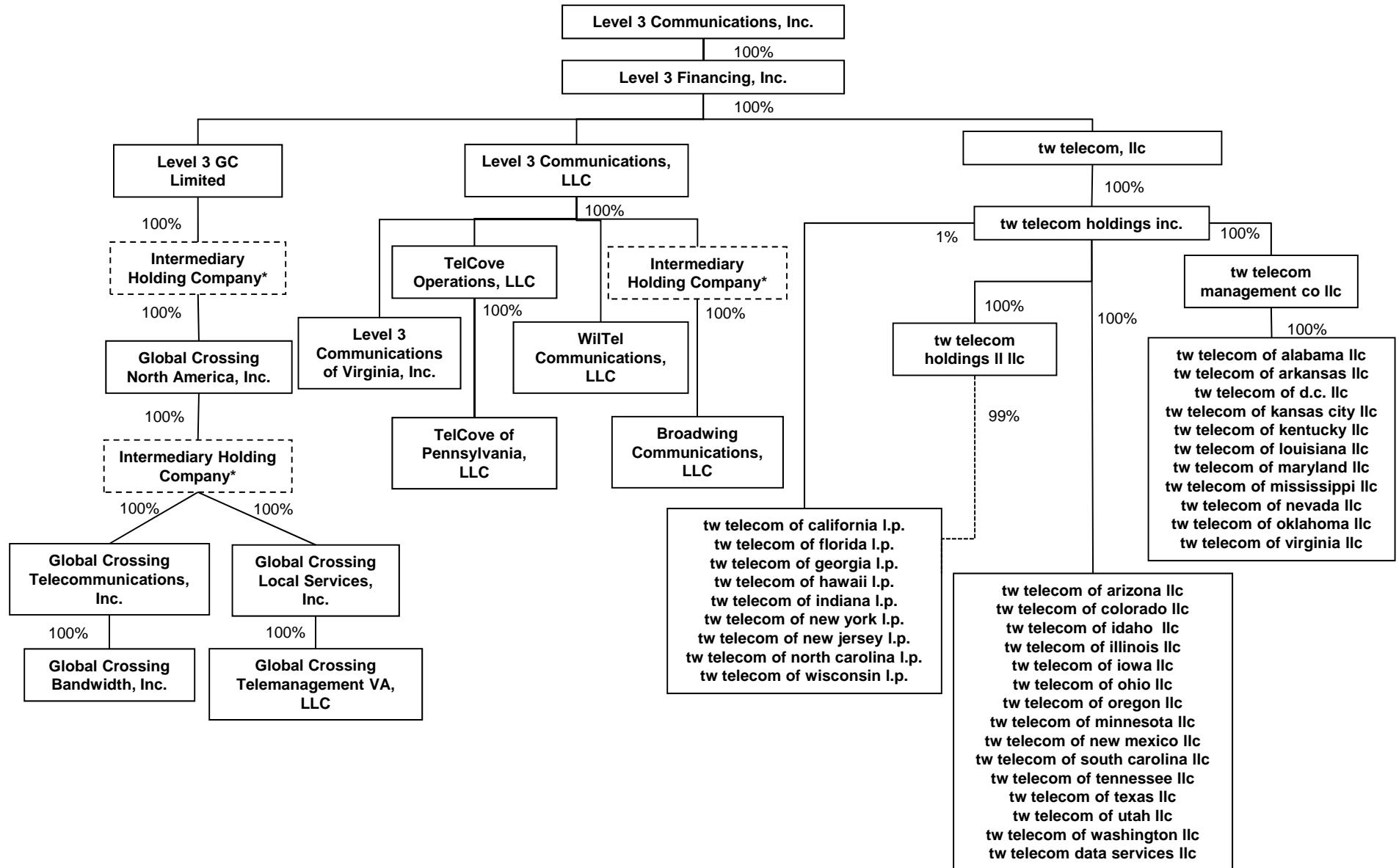


Pre-Transaction Level 3 Corporate Structure



*Intermediary holding companies omitted for purposes of clarity--none are certificated telecommunications service providers. Broadwing Communications, LLC is 100% *indirectly* owned by Level 3 Communications, LLC. Level 3 Communications of Virginia, Inc., Telcove Operations, LLC and WiTel Communications, LLC are each 100% *directly* held by Level 3 Communications, LLC.

Post-Transaction Level 3 Corporate Structure



*Intermediary holding companies omitted for purposes of clarity--none are certificated telecommunications service providers. Broadwing Communications, LLC is 100% *indirectly* owned by Level 3 Communications, LLC. Level 3 Communications of Virginia, Inc., Telcove Operations, LLC and WiTel Communications, LLC are each 100% *directly* held by Level 3 Communications, LLC.

ATTACHMENT 1

Certificate of Good Standing from Ohio Secretary of State

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show TW TELECOM OF OHIO LLC, a Delaware Limited Liability Company, Registration Number 1430487, filed on December 31, 2003, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 26th day of June, A.D. 2014.*

A handwritten signature in black ink that reads "Jon Husted". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Ohio Secretary of State

Validation Number: 201417701131

ATTACHMENT 2

List of Officers and Directors

The current officers and directors of Level 3 Communications, Inc. includes:

Officers

Jeff K. Storey, President and Chief Executive Officer
Sunit Patel, Executive Vice President and Chief Financial Officer
Anthony Christie, Chief Marketing Officer
Andrew Crouch, Regional President, North America and APAC
Neel Dev, Group Vice President, Finance
Brian Harvey, Regional President of North American Operations
Laurinda Pang, Executive Vice President and Chief Administrative Officer
Nicolas Pujet, Senior Vice President Corporate Strategy
John Ryan, Chief Legal Officer and Secretary
Jack Waters, Chief Technology Officer

Directors

Jeff K. Storey
General Kevin P. Chilton
Admiral Archie R. Clemins
Steven T. Clontz
Admiral James O. Ellis, Jr.
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Michael J. Mahoney
Peter Seah Lim Huat
Peter van Oppen
Dr. Albert C. Yates

The current officers and directors of tw telecom inc. includes:

Officers

Larissa L. Herda, President, CEO and Chairman of the Board
John T. Blount, Chief Operating Officer
Mark A. Peters, Executive Vice President and Chief Financial Officer
Tina A. Davis, Senior Vice President and General Counsel, Secretary
Michael A. Rouleau, Senior Vice President, Business Development and Public Policy
Robert W. Gaskins, Senior Vice President, Corporate Development and Strategy
Jill R. Stuart Senior Vice President, Finance and Accounting and Chief Accounting Officer
Steven R. Hardardt, Senior Vice President, Human Resources and Business Administration
Regina A. Vegliante, Vice President, Finance and Treasurer

Directors

Larissa L. Herda
Gregory J. Attorri
Spence B. Hays
Kevin W. Mooney
Kirby G. Pickle
Roscoe C. Young, II
Irene Esteves

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Case No(s). 14-1180-TP-ACO

Summary: Application Application for Approval of a Transfer of Control of tw telecom of ohio llc to Level 3 Communications, Inc. and Related Transactions electronically filed by Mr. Brett P Ferrenchak on behalf of Level 3 Communications, Inc. and Level 3 Communications, LLC and Broadwing Communications, LLC and Global Crossing Telecommunications, Inc. and Global Crossing Local Services, Inc. and WilTel Communications, LLC and TelCove Operations, Inc. and tw telecom of ohio llc