

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

PROCEEDING NO. 14A-0743T

IN THE MATTER OF THE JOINT APPLICATION OF TW TELECOM INC. AND LEVEL 3 COMMUNICATIONS, INC. TO EXECUTE A TRANSFER OF CONTROL.

DECISION GRANTING APPLICATION

Mailed Date: August 21, 2014

Adopted Date: August 20, 2014

I. BY THE COMMISSION

A. Statement

1. This matter comes before the Commission for consideration of a joint application filed by tw telecom, inc. (tw telecom) and Level 3 Communications, Inc. (Level 3) on July 8, 2014. The applicants request Commission authorization for a transaction where Level 3 will acquire tw telecom, the corporate parent of tw telecom of colorado, llc (tw colorado). We will construe this filing as an application for approval of the transfer pursuant to Rule 4 *Code of Colorado Regulations* 723-2-2109 of the Commission's Rules Regulating Telecommunications Providers, Services, and Products.

2. Corporate parent tw colorado owns a Certificate of Public Convenience and Necessity that authorizes it to provide local exchange services and a Letter of Registration to provide emerging competitive services, granted by Decision No. C00-1053, Proceeding No. 00A-440T, issued on September 27, 2000. Corporate parent tw colorado is also a registered toll reseller.

3. Level 3 is a publicly traded company that holds no Commission issued telecommunications authorities but is the corporate parent of several companies that do possess Commission issued telecommunications authorities. These companies include Level 3 Communications LLC (local exchange and emerging competitive authorities granted in Decision No. C98-373 in Proceeding No. 98A-092T, issued on April 14, 1998), Broadwing Communications, LLC, and WilTel Communications, LLC.

4. The applicants state that as a part of an Agreement and Plan of Merger, tw telecom will merge into the Level 3 organizational structure and be renamed tw telecom llc.

5. Following the contemplated transaction, there will be no customers that will transfer. Applicant tw telecom will continue to offer services in Colorado under its current name and offer its services under the same rates, terms, and conditions.

6. With the represented transfer of tw colorado's corporate parent, tw telecom to Level 3, we find that the Commission has jurisdiction in this matter.

7. On July 9, 2014, notice of the application was provided to all persons, firms, or corporations, interested in or affected by the grant or denial of the requested relief. Interventions were due on or before August 8, 2014. No interventions were filed.

B. Discussion

8. The application contains all information required by the applicable Commission Rules and is therefore deemed complete.

9. The application represents that customers of tw colorado will continue to receive services following the transfer at the same name, rates, terms, and conditions that currently exist prior to the transaction.

10. The application is unopposed and therefore may be considered without a formal hearing, pursuant to § 40-6-109(5), C.R.S.

11. We find that the proposed transfer is not contrary to the public interest and therefore grant the joint application for transfer of control. This is based on the representation that affected customers will not experience any changes in rates, terms, and conditions as a result of the transaction.

II. ORDER

A. The Commission Orders That:

1. The joint application to transfer control filed by tw telecom, inc. (tw telecom) and Level 3 Communications, Inc. (Level 3) is deemed complete and is granted.

2. Applicants tw telecom and Level 3 shall jointly notify the Commission if the transaction has been terminated, is not completed, or if the proposed transfer terms are changed. The notice shall include the proceeding and decision numbers which granted the authority to execute the transfer.

3. The 20-day period provided for in § 40-6-114, C.R.S., within which to file applications for rehearing, reargument, or reconsideration begins on the first day following the effective date of this Decision.

4. This Decision is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
August 20, 2014.**

(S E A L)



ATTEST: A TRUE COPY

A handwritten signature in cursive script that reads "Doug Dean".

Doug Dean,
Director

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

JOSHUA B. EPEL

PAMELA J. PATTON

GLENN A. VAAD

Commissioners