



Jason D. Topp
Senior Counsel - Regulatory
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March 7, 2017

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, SD 57501-5070

Re: Notice Regarding the Transfer of Indirect Control of Level 3 Communications, LLC, Broadwing Communications, LLC, WilTel Communications, LLC, Global Crossing Telecommunications, Inc., and Level 3 Telecom Data Services, LLC to CenturyLink, Inc. (“Notice”)

Dear Ms. Van Gerpen:

CenturyLink, Inc. (“CenturyLink”) and Level 3 Communications, Inc. (“Level 3”) (the “Parties”) notify the South Dakota Public Utilities Commission (“Commission”) that the Parties plan to consummate a parent-level merger transaction whereby CenturyLink will acquire indirect control of the following Commission-certificated telecommunications carriers from Level 3 (the “Transaction”): Level 3 Communications, LLC, Broadwing Communications, LLC, WilTel Communications, LLC, Global Crossing Telecommunications, Inc., and Level 3 Telecom Data Services, LLC (“Level 3 OpCos”). The Level 3 OpCos are authorized to provide facilities-based and resold competitive local exchange and interexchange telecommunications services in South Dakota.

CenturyLink and Level 3 understand that Commission approval is not required to complete the transaction, and no Commission action is requested. The Parties provide this Notice to inform the Commission about the Transaction well in advance of closing, for the Commission’s recordkeeping purposes. The Parties intend to close the Transaction by September 30, 2017. The Parties will inform the Commission upon closing or other termination of the Transaction.

The following Level 3 OpCos operating in South Dakota will be subject to the Transaction:

Broadwing Communications, LLC is authorized to provide interexchange telecommunications services pursuant to a Certificate of Authority granted in Docket No. TC03-058 on May 16, 2003, as amended on October 27, 2003.

Global Crossing Telecommunications, Inc. is authorized to provide interexchange telecommunications services pursuant to a Certificate of Authority granted in Docket No. TC93-040 as revised on January 12, 2000.

Level 3 Communications, LLC is authorized to provide local exchange and interexchange telecommunications services pursuant to a Certificate of Authority granted in Docket No. TC99-015 on May 5, 1999.

Level 3 Telecom Data Services, LLC is authorized to provide local exchange and interexchange telecommunications services pursuant to a Certificate of Authority granted in Docket No. TC10-046 on July 12, 2010.

WilTel Communications, LLC is authorized to provide interexchange telecommunications services pursuant to an Amended Certificate of Authority granted in Docket No. TC99-010 on June 22, 1999.

None of the Level 3 OpCos are incumbent local exchange carriers and none provide service to residential customers. The Transaction will involve a change in the ultimate ownership of the Level 3 OpCos at the holding company level but will not result in the assignment of any certificates, assets or customers. The Level 3 companies will continue to serve their existing customers in South Dakota through their respective authorizations under the same rates, terms and conditions. Accordingly, for all practical purposes, the Transaction will be transparent to the customers of the Level 3 OpCos.

After the Transaction,¹ the Level 3 OpCos will be indirect, wholly owned subsidiaries of CenturyLink. Upon obtaining all necessary approvals and closing the Transaction, CenturyLink shareholders will own approximately 51 percent and Level 3 shareholders will own approximately 49 percent of the combined company.

For the purposes of this Notice, contacts for the Parties are as follows:

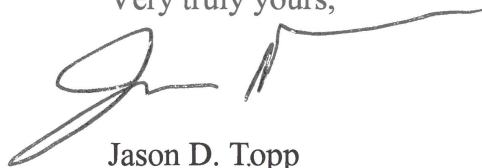
For Level 3	For CenturyLink
Catherine Wang, Esq. Danielle Burt, Esq. Morgan, Lewis & Bockius LLP 2020 K Street, N.W. Washington, DC 20006 Phone: (202) 373-6000 Fax: (202) 373-6001 E-mail: catherine.wang@morganlewis.com danielle.burt@morganlewis.com	Jason D. Topp CenturyLink 200 South 5th Street, Room 2200 Minneapolis, MN 55402 Phone: (651) 312-5364 Fax: (612) 672-8911 E-mail: jason.topp@CenturyLink.com

¹ The mechanics of this Transaction are explained in greater detail in CenturyLink's SEC Form 8-K report filed October 31, 2016. <http://ir.centurylink.com/Cache/36548388.pdf?IID=4057179&FID=36548388&O=3&OSID=9>.

For Level 3	For CenturyLink
Pamela Hollick Associate General Counsel Level 3 Communications 4625 W. 86 th Street, Suite 500 Indianapolis, IN 46268 Phone: (317) 713-8977 E-mail: Pamela.hollick@level3.com	

If there are any questions concerning this matter, please feel free to contact the undersigned or the persons noted above.

Very truly yours,



Jason D. Topp

JDT/bardm

CERTIFICATE OF SERVICE

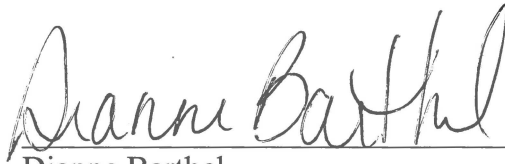
I hereby certify that a true and accurate copy of the attached letter was delivered via e-mail on this 7th day of March, 2017, to the following parties:

Ms. Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
500 E. Capitol Ave.
Pierre, SD 57501
Patty.vangerpen@state.sd.us

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