

# BINGHAM

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## Via Electronic Filing and Overnight Courier

Oregon Public Utility Commission  
3930 Fairview Industrial Drive SE  
Salem, OR 97308  
Attn: Filing Center

**Re: CP 871 and CP 1035 - Notice Regarding Indirect Transfer of Control of tw telecom of oregon llc to Level 3 Communications, Inc.**

Dear Sir or Madam:

On behalf of Level 3 Communications, Inc. (“Level 3”), this letter notifies the Commission of a transaction whereby Level 3 acquired indirect control of tw telecom of oregon llc, an entity authorized to provide telecommunications services in Oregon.

Level 3 and tw telecom inc. (“tw telecom”), the indirect parent of tw telecom of oregon llc, entered into an Agreement and Plan of Merger (the “Agreement”) on June 15, 2014, whereby Level 3 would acquire direct ownership of tw telecom and thereby indirect control of tw telecom of oregon llc and other tw telecom subsidiaries. Level 3 is a publicly traded corporation that provides voice and data services to enterprise, government, wholesale and carrier customers over its IP-based network through its wholly owned indirect subsidiaries, including Level 3 Communications, LLC which is authorized to provide telecommunications services in Oregon.

On October 31, 2014, Level 3 completed the transaction and acquired indirect control of tw telecom of oregon llc. The indirect change of control of tw telecom of oregon llc did not result in a change of carrier for customers, an assignment of authorizations, or the discontinuance, reduction, loss, or impairment of service to customers. tw telecom of oregon llc continues 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.

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An original and one (1) copy of this letter are included for informational purposes to ensure the continuing accuracy of the Commission's records. Please date stamp the extra copy and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

  
Catherine Wang  
Danielle Burt

Counsel for Level 3 Communications, Inc.

cc (via email): Rick Thayer, Esq.  
Kathy Shepherd, OR PUC Analyst