



Agenda Date: 4/15/15  
Agenda Item: IVA

**STATE OF NEW JERSEY**  
**Board of Public Utilities**  
44 South Clinton Avenue, 9<sup>th</sup> Floor  
Post Office Box 350  
Trenton, New Jersey 08625-0350  
[www.nj.gov/bpu/](http://www.nj.gov/bpu/)

TELECOMMUNICATIONS

IN THE MATTER OF THE VERIFIED PETITION )  
OF LEVEL 3 COMMUNICATIONS, LLC FOR )  
APPROVAL TO PARTICIPATE IN A FINANCING )  
ARRANGEMENT ) DOCKET NO. TF15020239

**Parties of Record:**

**Dennis C. Linken, Esq.**, Scarinci & Hollenbeck, LLC, on behalf of Petitioner  
**Stefanie A. Brand, Esq.**, Director, New Jersey Division of Rate Counsel

**BY THE BOARD:**

On February 18, 2015, Level 3 Communications, LLC ("Level 3 LLC") filed a petition pursuant to N.J.S.A. 48:3-9 and N.J.S.A. 48:3-7 requesting approval from the New Jersey Board of Public Utilities ("Board"), to the extent necessary, to participate in a financing arrangement.

**BACKGROUND**

Level 3 Communications, Inc. ("Level 3") is a publicly traded Delaware corporation with principal offices located in Broomfield, Colorado. Level 3 Financing Inc. ("Financing"), a wholly-owned subsidiary of Level 3, is a Delaware corporation and is the direct parent of Level 3 LLC. According to the Petition, Level 3 provides voice and data services to carriers, ISPs, and other businesses over its network through its wholly owned indirect subsidiaries, including the Petitioner. The Petitioner is a non-dominant carrier that is authorized to provide resold and/or facilities-based telecommunications services throughout the United States.

In New Jersey, Level 3 LLC is authorized to provide resold and facilities-based local exchange and interexchange telecommunications services. See Docket No. TE97120913, Order dated October 20, 1998. Additional information concerning Level 3 LLC's legal, technical, managerial and financial qualifications was submitted to the Board with various prior submissions with

respect to Petitioner's certification and various transactions, and is therefore a matter of public record. The Board therefore takes official notice of these descriptions of Level 3 LLC's qualifications and incorporates them herein by reference.

Petitioner requests Board approval to participate in a financing arrangement in connection with the issuance by Financing of \$500 million in 5.625% Senior Notes due 2023 (the "Senior Notes") in a private offering to qualified institutional buyers that is exempt from registration under U.S. Federal securities laws. Financing lent the proceeds it received in the offering of the Senior Notes plus available cash to Level 3 LLC in return for an intercompany demand note. The proceeds along with cash on hand were used to redeem all of Financing's outstanding 9.375% senior notes due 2019 and to pay the expenses of the offering. Level 3 LLC requests approval from the Board to act as a guarantor of the \$500 million Senior Notes issued by Financing.

In addition, Level 3 LLC requests Board approval for the intercompany demand note issued to Financing, in connection with the proceeds of the \$500 million in Senior Notes, to remain unpaid for more than 12 months from the date of issuance.

Petitioner emphasizes that the guaranty obligations in support of the \$500 million Senior Notes will not be effective until all required regulatory approvals are obtained. Petitioner asserts that its participation in the new financing arrangement will not result in a change in Petitioner's management or in its day-to-day operations in New Jersey, nor will it adversely affect Petitioner's current or proposed operations in New Jersey. The financing arrangement that is the subject of this request will enable the parent company to take advantage of lower interest rates and more favorable maturity terms thereby significantly reducing interest expenses. The financing arrangement will provide Financing with financial flexibility to maintain and expand Petitioner's networks and services. This improved financial arrangement will enable Petitioner to continue delivering services to new markets, thus allowing more consumers to benefit from its competitive services.

Petitioner asserts that approval of the financing arrangement will serve the public interest. The financing arrangement enables Level 3 LLC and its parent (together, the "Companies") to refinance their obligations to extend the maturity dates of certain obligations at better interest rates, thus reducing the future refinancing risks associated with the scheduled maturities described herein. This step is a part of the Companies' ongoing efforts to manage their debt maturity profile and continue to strengthen their overall credit profile. By eliminating risk associated with the uncertainties of future credit markets, it is expected that the capital markets and customers will view this step on the part of the Companies favorably. As such, Petitioner expects the financing arrangement will provide greater access to capital, which will yield both financial benefits and operational flexibility that will ultimately inure to the benefit of Petitioner's New Jersey customers and that existing and future customers will have a more favorable view of the financial health of Petitioner.

Petitioner further provides that the financing arrangement will be conducted in a manner that will be transparent to customers and 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 financing arrangement, Petitioner asserts that it will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms, or conditions.

The New Jersey Division of Rate Counsel reviewed this matter and, by correspondence dated March 3, 2015, has no objection to the Board's grant of Petitioner's requests under the Verified Petition.

After careful review of this matter, the Board **HEREBY FINDS** that the transaction will have no negative impact on competition, the rates of current customers, or on employees. Therefore, the Board after investigation, having considered the record and exhibits submitted in this proceeding, **HEREBY FINDS** that the financing transactions are in accordance with law and in the public interest, and **HEREBY AUTHORIZES** Petitioner to participate in the financing arrangements described herein subject to the following provisions:

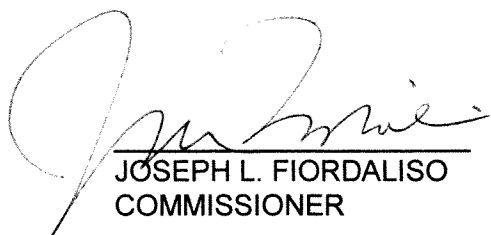
1. This Order shall not affect or in any way limit the exercise of the authority of the Board or the State of New Jersey in any future petition or in any proceeding regarding rates, costs of service, franchises, service, financing, accounting, capitalization, depreciation or any other matters affecting Petitioners.
2. Petitioner shall notify the Board, within five business days, of any material changes in the proposed financing and shall provide complete details of such transactions including any anticipated effects upon service in New Jersey.
3. Petitioner shall notify the Board of any material default in the terms of the proposed financing within five business days of such occurrence.
4. Notwithstanding anything to the contrary in the documents executed pursuant to the financing transactions or other supporting documents (the "Agreement"), a default or assignment under such Agreement does not constitute an automatic transfer of Petitioner's assets. Board approval must be sought pursuant to N.J.S.A. 48:1-1 et seq. where applicable.
5. This Order shall not be construed as directly or indirectly fixing for any purpose whatsoever any value of tangible or intangible assets now owned or hereafter to be owned by Petitioner.

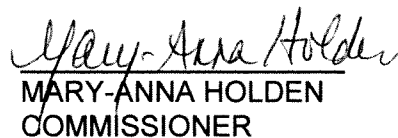
This Order shall become effective April 16, 2015.

DATED: 4/15/15

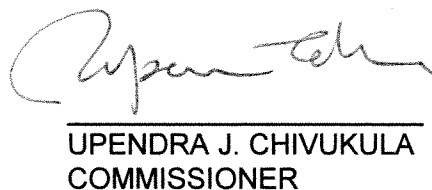
BOARD OF PUBLIC UTILITIES  
BY:

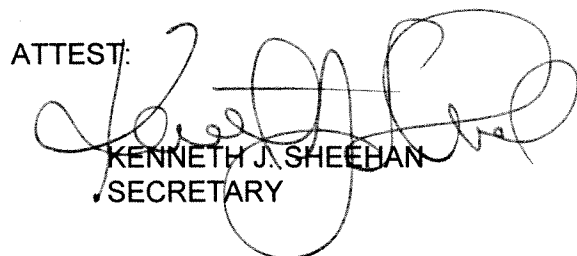
  
RICHARD S. MROZ  
PRESIDENT

  
JOSEPH L. FIORDALISO  
COMMISSIONER

  
MARY-ANNA HOLDEN  
COMMISSIONER

  
DIANNE SOLOMON  
COMMISSIONER

  
UPENDRA J. CHIVUKULA  
COMMISSIONER

ATTEST:  
  
KENNETH J. SHEEHAN  
SECRETARY

I HEREBY CERTIFY that the within  
document is a true copy of the original  
in the files of the Board of Public Utilities



In the Matter of the Verified Petition of Level 3 Communications, LLC For Approval to  
Participate in a Financing Arrangement - Docket No. TF15020239

SERVICE LIST

Dennis C. Linken, Esq  
Scarinci & Hollenbeck, LLC  
1100 Valley Brook Avenue, P.O. Box 790,  
Lyndhurst, NJ 07071-0790

Catherine Wang  
Danielle Burt  
Morgan, Lewis & Bockius LLP  
2020 K Street, NW  
Washington, DC 20006

Stefanie A. Brand, Esq., Director  
Division of Rate Counsel  
140 East Front Street, 4<sup>th</sup> Floor  
Post Office Box 003  
Trenton, NJ 08625-0003

Maria T. Novas-Ruiz, Esq.  
Assistant Deputy Rate Counsel  
Division of Rate Counsel  
140 East Front Street, 4<sup>th</sup> Floor  
Post Office Box 003  
Trenton, NJ 08625-0350

Caroline Vachier, DAG  
Department of Law & Public Safety  
Division of Law  
124 Halsey Street  
Post Office Box 45029  
Newark, NJ 07101-45029

Alex Moreau, DAG  
Department of Law & Public Safety  
Division of Law  
124 Halsey Street  
Post Office Box 45029  
Newark, NJ 07101-45029

Kenneth J. Sheehan, Secretary  
Board of Public Utilities  
44 South Clinton Avenue, 9<sup>th</sup> Floor  
Post Office Box 350  
Trenton, NJ 08625-0350

Paul Flanagan, Executive Director  
Board of Public Utilities  
44 South Clinton Avenue, 9<sup>th</sup> Floor  
Post Office Box 350  
Trenton, NJ 08625-0350

Mark Beyer, Chief Economist  
Office of the Economist  
Board of Public Utilities  
44 South Clinton Avenue, 9<sup>th</sup> Floor  
Post Office Box 350  
Trenton, NJ 08625-0350

Robert Wojciak  
Office of the Economist  
Board of Public Utilities  
44 South Clinton Avenue, 9<sup>th</sup> Floor  
Post Office Box 350  
Trenton, NJ 08625-0350