

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT SUBMITTER (optional) Hana Wohlberg (212) 450-4000	
B. E-MAIL CONTACT AT SUBMITTER (optional) hana.wohlberg@davispolk.com	
C. SEND ACKNOWLEDGMENT TO (Name and Address) Davis Polk & Wardwell LLP 450 Lexington Avenue New York, NY 10017 SEE BELOW FOR SECURED PARTY CONTACT INFORMATION	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name). If any part of the individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad).

1a ORGANIZATION'S NAME Level 3 Communications, LLC				
OR	1b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
1025 Eldorado Blvd.	Broomfield	CO	80021	USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name). If any part of the individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad).

2a ORGANIZATION'S NAME				
OR	2b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE or ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a ORGANIZATION'S NAME Wilmington Trust, National Association, as Collateral Agent				
OR	3b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
50 South Sixth Street, Suite 1290, Attn: Administrator - Level 3 Communications, LLC	Minneapolis	MN	55402	USA

4. COLLATERAL: This financing statement covers the following collateral:

All assets now owned or hereafter acquired by debtor or in which debtor otherwise has rights and all proceeds thereof.

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is ☐ held in a Trust (see UCC1Ad item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative	
6a. Check <u>only</u> if applicable and check <u>only</u> one box: ☐ Public Finance Transaction ☐ Manufactured-Home Transaction ☒ A Debtor is a Transmitting Utility ☐ Agricultural Lien ☐ Non-UCC Filing	
6b. Check <u>only</u> if applicable and check <u>only</u> one box: ☐ Licensee/Licensee	
7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessor/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor	
8. OPTIONAL FILER REFERENCE DATA: Filed with: RI - Secretary of State [Loan Proceeds Note] F#992734 A#1356739	