



October 2, 2008
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Suite 300
Maitland, FL 32751
P.O. Drawer 200
Winter Park, FL
32790-0200
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Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

RE: Notice of Merger by Global Crossing North American Networks, Inc. and Budget Call Long Distance, Inc.

Dear Sir/Madame:

Enclosed for filing please find the original and two (2) copies of the Notice of Merger by Global Crossing North American Networks, Inc. and Budget Call Long Distance, Inc. The proposed merger is to take place on December 31, 2008.

Neither Global Crossing North American Networks, Inc. nor Budget Call Long Distance, Inc. have presubscribed customers within the state therefore customer notice of the merger as well as a waiver of the Commissions slamming requirements are not necessary.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed stamped envelope.

Any questions you may have regarding this filing may be directed to me at 407-740-3001 or via email to tforte@tminc.com.

Thank you for your assistance with this matter.

Sincerely,

Thomas M. Forte
Consultant to Global Crossings North American Networks, Inc.

COM ___
ECR ___
GCL ___
OPC ___
RCP
SSC ___
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TMF/rg

cc: R. Edward Price - Global Crossings
Ms. Beth Salak - FL PSC
file: Global Crossings - FL IXC
tms: FLi0801

DOCUMENT NUMBER-DATE

09348 OCT-3 8

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NOTICE OF MERGER

BY

**GLOBAL CROSSING NORTH AMERICAN NETWORKS, INC. AND
BUDGET CALL LONG DISTANCE, INC.**

Global Crossing North American Networks, Inc. ("GC North American") hereby provides notice relating to the planned *pro forma* merger of GC North American into its affiliate Global Crossing Telecommunications, Inc. ("GC Telecommunications"). Upon consummation of the transaction: (1) GC North American will no longer exist and accordingly seeks cancellation of its certificate; (2) a certificated subsidiary of GC North American, Budget Call Long Distance, Inc. ("Budge Call"), will become a wholly owned subsidiary of GC Telecommunications.

I. THE PARTIES

GC North American is a company organized under the laws of the State of Delaware with its principal office located in New York. The company was certificated to provide facilities-based interexchange long distance service within the State of Florida in CPCN 3558; Docket 940307-TI on June 15, 1994. GC North American is a wholly owned indirect subsidiary of Global Crossing Limited, a publicly traded (NASD: GLBC) Bermuda corporation with affiliates in the United States and several other countries providing telecommunications services.

Budget Call is a wholly owned subsidiary of GC North American. Budget Call was certificated to provide interexchange telecommunications service in the state of Florida in CPCN 3995; Docket 940914-TI on December 23, 1994.

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GC Telecommunications is a company organized under the laws of the State of Michigan with its principal office located in New York. The Company was certificated to provide resold long distance service within the state of Florida in CPCN 0063; Docket 950550-TS on August 17, 1995. The company is currently registered to do business in Florida as a foreign entity. GC Telecommunications currently offers intrastate toll telecommunications services via resold services. The Company maintains a Tariff for its intrastate services that is currently filed in compliance with Commission requirements.

GC Telecommunications, like GC North American, is a wholly owned indirect subsidiary of Global Crossing Limited, a publicly traded (NASDAQ: GLBC) Bermuda corporation with affiliates in the United States and several other countries providing telecommunications services.

GC Telecommunications has more than sufficient resources to ensure the successful ongoing operations currently maintained by GC North American. The most recent quarterly financial statement of Global Crossing Limited, the parent company of both GC Telecommunications and GC North American, is provided in Exhibit 1.

II. THE TRANSACTION

No later than December 31, 2008, GC North American will be merged into GC Telecommunications. At that time, all of the assets of GC North American will be transferred to GC Telecommunications, including network facilities, employees and management expertise, and GC North America will cease to exist. Accordingly it will no longer require a Certificate of Public Convenience and Necessity and requests that it be canceled. Once the transaction is complete, Budget Call will become a wholly owned subsidiary of GC Telecommunications.

An organization chart illustrating the transaction and ownership of the companies is attached as Exhibit 2.

III. MODIFICATION OF CERTIFICATE

As stated above, GC Telecommunications was certificated as a resale interexchange telecommunications provider within Florida in CPCN 0063; Docket 950550-TS. GC North American was certificated as a facilities-based interexchange telecommunications provider in CPCN 3558; Docket 940307-TI. After the closing of this transaction, GC Telecommunications will obtain control over the intrastate facilities previously owned by GC North American. Accordingly, it requests that its certificate, issued in CPCN 0063; Docket 950550-TS, be modified to include permission to provide the same facilities-based interexchange long distance service as GC North American. Since, as described above, the network assets of GC North American will be transferred to GC Telecommunications, including personnel necessary to operate those facilities, GC Telecommunications will have the technical and managerial expertise necessary to provide facilities-based interexchange long distance service. In addition, since the companies share the same parent company, GC Telecommunications will also have the requisite financial ability to provide high quality telecommunications services in Florida after the transaction closes.

IV. CUSTOMER IMPACT

GC North American currently does not have any customers within the State of Florida. Therefore no customers will be affected by this change and no customer notice is required.

Customer notice of the change in ownership of Budget Call is also not required. First, and foremost, the change will be completely transparent to customers. Customers will continue to receive the same services at the same rates, terms and conditions as before the merger. There will be no change to Budget Call's filed Tariff, the company name on the customer's bill or the manner in which billing is accomplished. Additionally, Budget Call is a casual calling provider. Accordingly, it does not have a presubscribed customer base to notify.

V. CONTACT INFORMATION

The name and address of the individual who handles regulatory affairs on behalf of GC North American, Budget Call and GC Telecommunications for this filing will be:

R. Edward Price
Senior Counsel
Global Crossing Telecommunications, Inc.
225 Kenneth Drive
Rochester, New York 14623
Telephone: (585) 255 - 1227
Facsimile: (585) 344 - 0201
Email: ted.price@globalcrossing.com

Correspondence for this filing can also be sent to:

Thomas M. Forte
Consultant to Global Crossing Telecommunications, Inc.
c/o Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, FL 32751
Telephone: (407) 740 - 3001
Facsimile: (407) 740 - 0613
Email: tforte@tminc.com

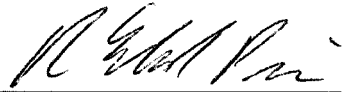
VII. TARIFFS

No Tariff revisions will be required to complete this transaction. GC North American has no customers within Florida and there is therefore no reason to transfer any of the products from the GC North American Tariff to the current GC Telecommunications Tariff. As set forth above, the transaction will be transparent to Budget Call customers and no changes are necessary to its Tariff.

STATE OF NEW YORK
COUNTY OF MONROE

VERIFICATION

I, R. Edward Price, hereby declare, under penalty of perjury, that I am Senior Counsel for Global Crossing North American Networks, Inc.; that I am authorized to make this verification on behalf of Global Crossing North American Networks, Inc.; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



R. Edward Price
Senior Counsel
Global Crossing North American Networks, Inc.

Sworn to and subscribed before me this 30th day of September, 2008.



Notary Public

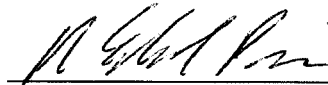
My Commission expires:

JEANNE CHABOT
Notary Public, State of New York ·
No. 01CH6034835
Qualified in Ontario County
Commission Expires December 20, 2009

STATE OF NEW YORK
COUNTY OF MONROE

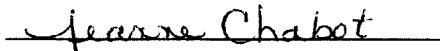
VERIFICATION

I, R. Edward Price, hereby declare, under penalty of perjury, that I am Senior Counsel for Global Crossing Telecommunications, Inc.; that I am authorized to make this verification on behalf of Global Crossing Telecommunications, Inc.; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



R. Edward Price
Senior Counsel
Global Crossing Telecommunications, Inc.

Sworn to and subscribed before me this 30th day of September, 2008.



Notary Public

My Commission expires:
JEANNE CHABOT
Notary Public, State of New York ·
No. 01CH6034835
Qualified in Ontario County
Commission Expires December 20, 2009

STATE OF NEW YORK
COUNTY OF MONROE

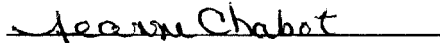
VERIFICATION

I, R. Edward Price, hereby declare, under penalty of perjury, that I am Senior Counsel for Budget Call Long Distance, Inc.; that I am authorized to make this verification on behalf of Budget Call Long Distance, Inc.; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



R. Edward Price
Senior Counsel
Budget Call Long Distance, Inc.

Sworn to and subscribed before me this 30th day of September, 2008.



Notary Public

My Commission expires:

JEANNE CHABOT
Notary Public, State of New York ·
No. 01CH6034835
Qualified in Ontario County
~~Commission Expires December 20, 2009~~

GLOBAL CROSSING LIMITED

EXHIBIT 1

FINANCIAL STATEMENT

Global Crossing Limited and Subsidiaries
 Unaudited Summary of Consolidated Revenues, Cost of Access, and Adjusted Gross Margin
 (\$ in millions)

Table 1

	Quarter Ended June 30, 2008					Quarter Ended March 31, 2008					Quarter Ended June 30, 2007				
	GCUK	GC Impsat	ROW ¹	Eliminations	Total	GCUK	GC Impsat (as restated ²)	ROW ¹ (as restated ²)	Eliminations (as restated ²)	Total	GCUK	GC Impsat (as restated ²)	ROW ¹ (as restated ²)	Eliminations (as restated ²)	Total
Revenues:															
Enterprise, carrier data and indirect channels	\$ 154	\$ 110	\$ 282	\$ -	\$ 546	\$ 150	\$ 104	\$ 263	\$ -	\$ 517	\$ 139	\$ 56	\$ 237	\$ -	\$ 432
Wholesale voice	3	2	101	-	106	3	2	107	-	112	2	1	111	-	114
Other	-	-	1	-	1	-	-	1	-	1	-	1	-	1	
Intersegment revenue	-	3	1	(4)	-	-	1	2	(3)	-	-	1	1	(2)	-
Consolidated revenues	\$ 157	\$ 115	\$ 385	\$ (4)	\$ 653	\$ 153	\$ 107	\$ 373	\$ (3)	\$ 630	\$ 141	\$ 58	\$ 350	\$ (2)	\$ 547
Cost of access:															
Enterprise, carrier data and indirect channels	\$ (46)	\$ (25)	\$ (141)	\$ -	\$ (212)	\$ (44)	\$ (24)	\$ (135)	\$ -	\$ (203)	\$ (40)	\$ (13)	\$ (127)	\$ -	\$ (180)
Wholesale voice	(2)	(2)	(90)	-	(94)	(2)	(2)	(92)	-	(96)	(1)	(1)	(99)	-	(101)
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Intersegment cost of access	-	(1)	(2)	3	-	-	(2)	(1)	3	-	-	(1)	-	1	
Consolidated cost of access	\$ (48)	\$ (28)	\$ (233)	\$ 3	\$ (206)	\$ (46)	\$ (28)	\$ (228)	\$ 3	\$ (299)	\$ (41)	\$ (15)	\$ (226)	\$ 1	\$ (281)
Adjusted Gross Margin:															
Enterprise, carrier data and indirect channels	\$ 108	\$ 85	\$ 141	\$ -	\$ 334	\$ 106	\$ 80	\$ 128	\$ -	\$ 314	\$ 99	\$ 43	\$ 110	\$ -	\$ 252
Wholesale voice	1	-	11	-	12	1	-	15	-	16	1	-	12	-	13
Other	-	-	1	-	1	-	-	1	-	1	-	-	1	-	
Intersegment adjusted gross margin	-	2	(1)	(1)	-	-	(1)	1	-	-	-	1	1	(1)	
Consolidated adjusted gross margin	\$ 109	\$ 87	\$ 152	\$ (1)	\$ 347	\$ 107	\$ 79	\$ 145	\$ -	\$ 331	\$ 100	\$ 43	\$ 124	\$ (1)	\$ 266

¹Rest of World (ROW) represents operations of Global Crossing Limited and subsidiaries excluding Global Crossing (UK) Telecommunications Ltd. and subsidiaries (GCUK) and GC Impsat Holdings I Plc and subsidiaries (GC Impsat).

²In May 2008, Global Crossing Limited transferred its GC Brazil operations from the ROW Segment to the GC Impsat Segment. Since the transfer is between entities under common control, the Company has retroactively restated GC Impsat's results to include GC Brazil operations and removed GC Brazil from ROW for all periods presented.

On May 9, 2007, Global Crossing announced that it had acquired Impsat Fiber Networks Inc. (Impsat), and since that date Impsat's results have been consolidated into Global Crossing's results as part of GC Impsat.

Definition: Adjusted gross margin is revenue minus cost of access. See Table 4 for the reconciliation of adjusted gross margin to gross margin.

GLOBAL CROSSING TELECOMMUNICATIONS, INC.

EXHIBIT 2

ILLUSTRATION OF TRANSACTION AND ORGANIZATIONAL CHART

Global Crossing Limited

Global Crossing North
America, Inc.

ALC Communications
Corporation

Global Crossing
North American
Networks, Inc.

Global Crossing
Telecommunications,
Inc.

Budget Call
Long Distance,
Inc.

Merge

Merge