



## Second Quarter 2015 Results

July 29, 2015

## Cautionary Statement & Pro Forma Adjustment



*Some statements made in this presentation are forward-looking in nature and are based on management's current expectations or beliefs. These forward-looking statements are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside Level 3's control, which could cause actual events to differ materially from those expressed or implied by the statements. Important factors that could prevent Level 3 from achieving its stated goals include, but are not limited to, the company's ability to: successfully integrate the tw telecom acquisition or otherwise realize the anticipated benefits thereof; manage risks associated with continued uncertainty in the global economy; maintain and increase traffic on its network; develop and maintain effective business support systems; manage system and network failures or disruptions; avert the breach of its network and computer system security measures; develop new services that meet customer demands and generate acceptable margins; defend intellectual property and proprietary rights; manage the future expansion or adaptation of its network to remain competitive; manage continued or accelerated decreases in market pricing for communications services; obtain capacity for its network from other providers and interconnect its network with other networks on favorable terms; attract and retain qualified management and other personnel; successfully integrate the tw telecom and future acquisitions; effectively manage political, legal, regulatory, foreign currency and other risks it is exposed to due to its substantial international operations; mitigate its exposure to contingent liabilities; and meet all of the terms and conditions of its debt obligations. Additional information concerning these and other important factors can be found within Level 3's filings with the Securities and Exchange Commission. Statements in this presentation should be evaluated in light of these important factors. Level 3 is under no obligation to, and expressly disclaims any such obligation to, update or alter its forward-looking statements, whether as a result of new information, future events, or otherwise.*

*Comparisons to prior periods are being presented on a "pro forma" (PF) basis, assuming that the acquisition of tw telecom took place on January 1, 2014. In addition, the growth rates disclosed in the presentation are on a year-over-year basis. Revenue comparisons to prior periods are provided on a constant currency basis, unless otherwise noted.*

### Profitable Revenue Growth

- Core Network Services revenue grew 5.4% year-over-year
- Enterprise CNS revenue grew 6.7% year-over-year <sup>(1)</sup>

### Strong Adjusted EBITDA Margin Performance

- Adjusted EBITDA grew to \$665 million; Adjusted EBITDA Margin of 32.3%
- Achieved \$115 million in annualized run-rate Adjusted EBITDA synergies since acquisition close

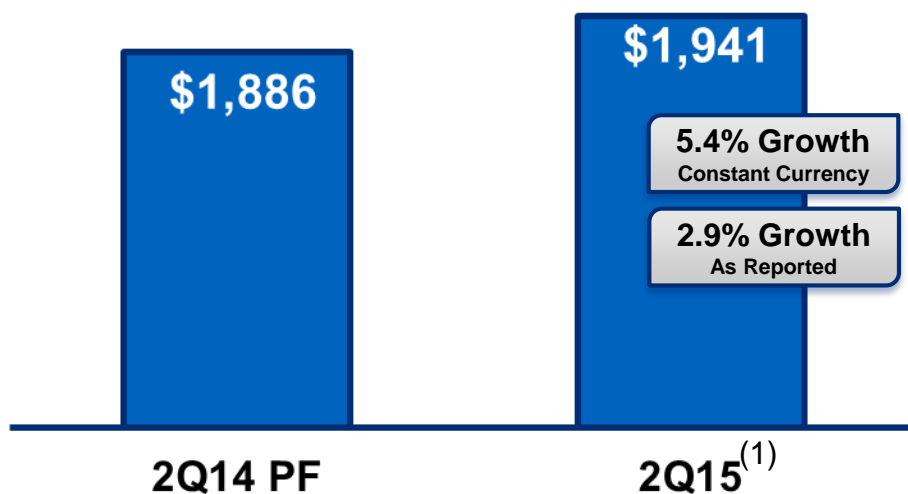
### Improving Free Cash Flow Trajectory

- Generated Free Cash Flow of \$102 million
- Multiple capital markets transactions during the quarter
  - Annualized interest expense savings of \$84 million for transactions year-to-date

(1) Excludes UK Government Revenue

## CNS Revenue

(\$ in Millions)



➤ 2Q15 CNS revenue churn<sup>(2)</sup> was 1.0%

## 2Q15 Enterprise CNS Pro Forma Revenue Growth

Revenue	Constant Currency YoY%	As Reported YoY%
Total Enterprise	6.3%	3.8%
North America	7.1%	7.0%
EMEA <sup>(3)</sup>	4.9%	(3.5%)
Latin America	5.6%	(7.6%)

(1) North America Wholesale CNS revenue benefited from larger dispute settlements during the quarter

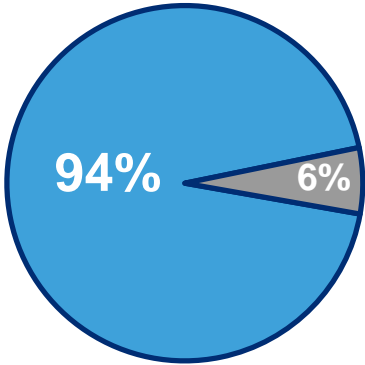
(2) Level 3 measures revenue churn as disconnects of Core Network Services (CNS) monthly recurring revenue as a percentage of CNS revenue. This calculation excludes churn from customers who disconnected existing service in a particular location but replaced it with new services in the same location. The calculation also excludes usage

(3) EMEA Enterprise CNS growth excludes UK Government Revenue

# 2Q15 Revenue

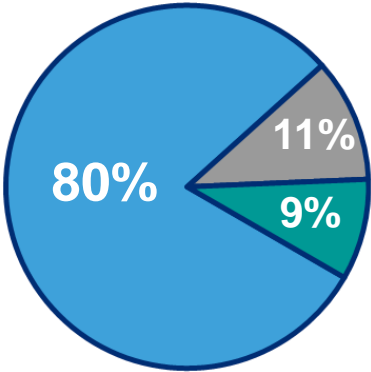
Metric (\$ in millions)	2Q15
CNS Revenue	\$1,941
WVS Revenue	\$120
Total Revenue	\$2,061

Total Revenue Mix



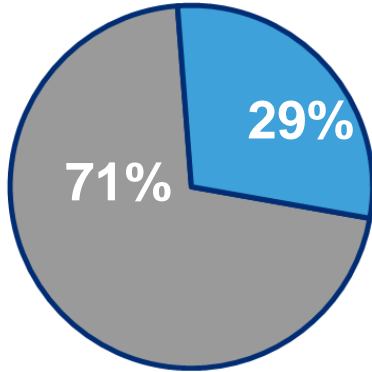
■ CNS ■ WVS

CNS Revenue Mix by Region



■ North America ■ EMEA ■ Latin America

CNS Revenue Mix by Customer Type



■ Enterprise ■ Wholesale

## 2Q15 CNS Services Revenue

*As reported:*

**IP & Data  
Services**

**\$893M**

**5.2%**

YoY Growth

**Transport  
& Fiber**

**\$577M**

**0.5%**

YoY Growth

**Voice  
Services**

**\$321M**

**4.9%**

YoY Growth

**Colocation &  
Datacenter**

**\$150M**

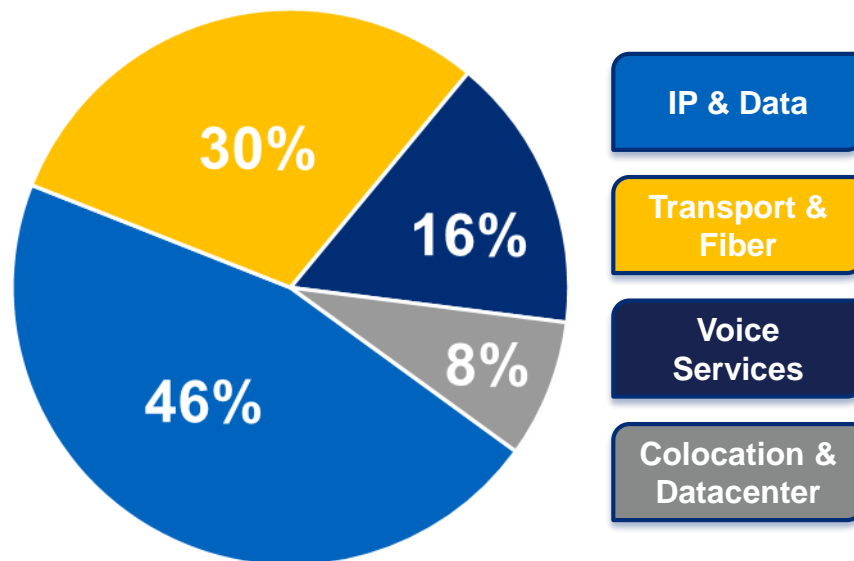
**4.5%**

YoY Decline

*Constant currency:*

- IP& Data Services: 8.1% YoY
- Transport & Fiber: 3.0% YoY
- Voice Services: 7.1% YoY
- Colocation & Datacenter: (0.2%) YoY

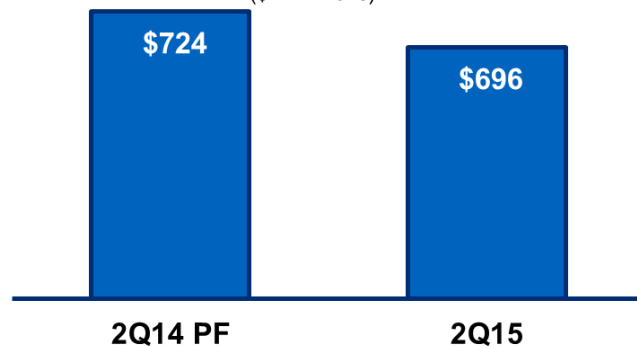
## CNS Revenue by Service Type



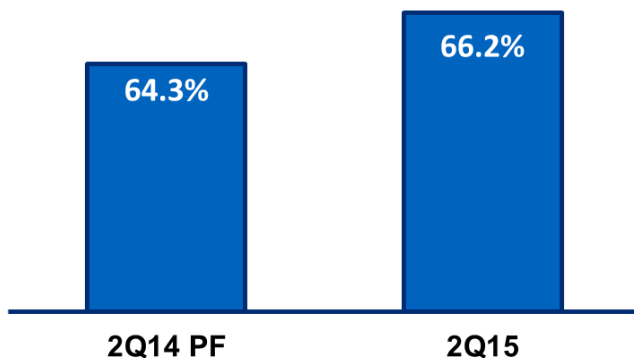
# Network Access Costs and Operating Expenses

## Network Access Costs

(\$ in millions)

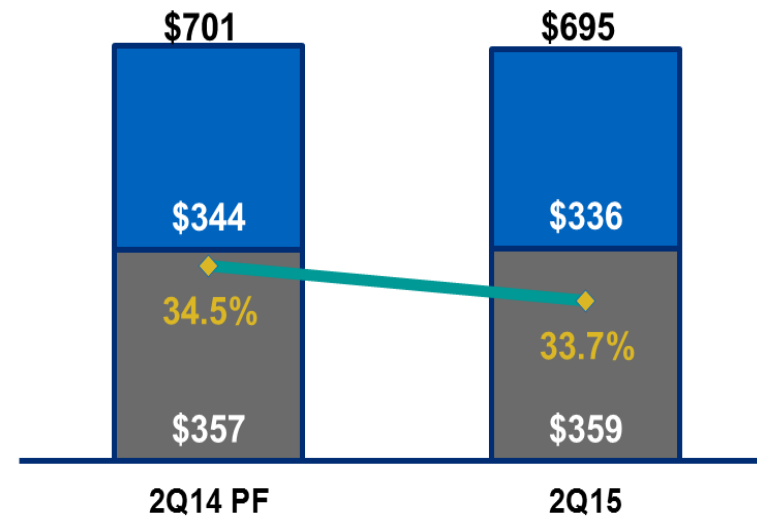


## Network Access Margin



## Network Related and SG&A Expenses<sup>(1)</sup>

(\$ in millions)



SG&A

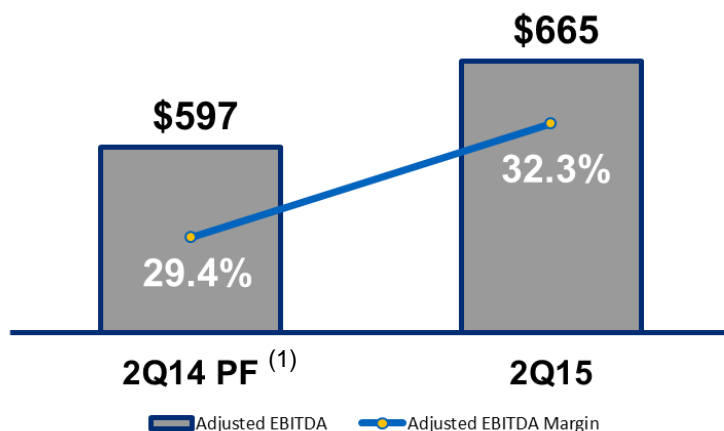
NRE

NRE and SG&A Expenses % Total Revenue

(1) Excludes non-cash compensation expense and acquisition-related expenses

# Adjusted EBITDA and Adjusted EBITDA Run Rate Synergies

## Adjusted EBITDA (\$ in millions)



**\$5 million of integration-related expenses in 2Q15**

## Adjusted EBITDA Synergies

Metric (\$ in millions)	2Q15	Total
Network Access Cost Synergies	\$11	\$25
Operating Expense Synergies	\$9	\$90
<b>Total Annualized Run-Rate Synergies</b>	<b>\$20</b>	<b>\$115</b>

**\$200 million of expected annualized run-rate Adjusted EBITDA savings**

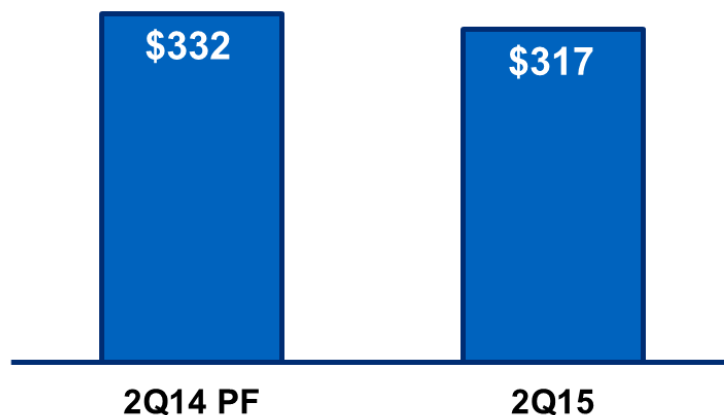
(1) Includes \$8 million of integration-related expenses



# Capital Expenditures and Free Cash Flow

## Capital Expenditures

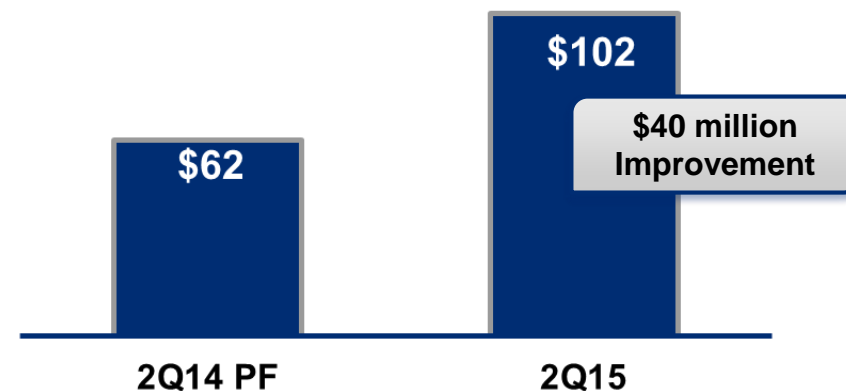
(\$ in millions)



Year to date, capital expenditures  
of 14% of total revenue

## Free Cash Flow

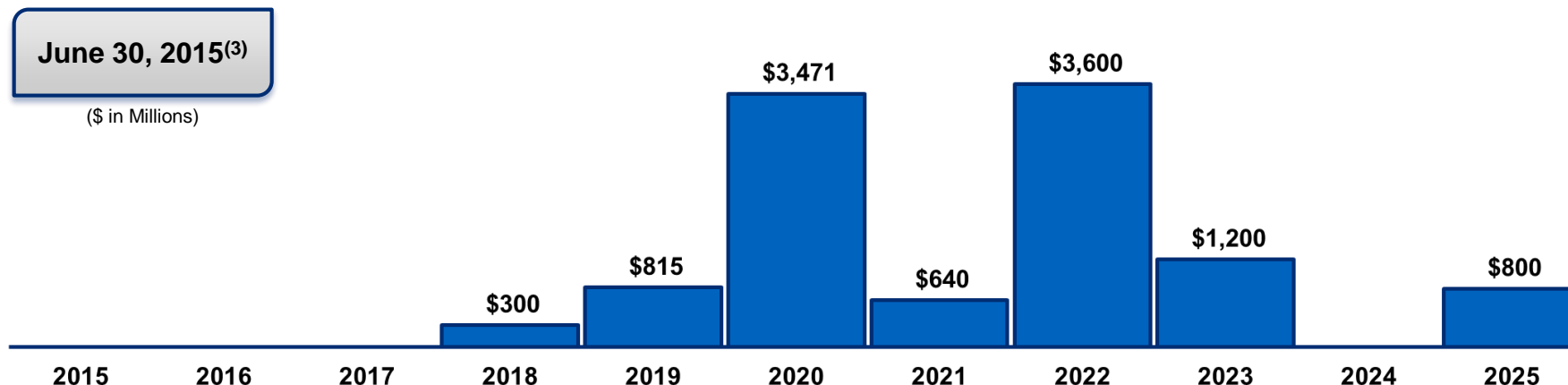
(\$ in millions)



Higher Net Cash Interest Expense of  
\$219 million in 2Q15

## Capital Structure Highlights

- As of June 30, 2015, the company had cash and cash equivalents of approximately \$549 million
- Net Debt to LTM Adjusted EBITDA ratio of 4.1x, compared to 4.2x in the first quarter 2015<sup>(1)</sup>
  - Focused on the low end of target leverage range of 3 to 5 times
- The company recognized a loss of approximately \$163 million on the modification and extinguishment of debt associated with capital markets transactions in the second quarter 2015
- Average interest rate was 5.1%, compared to 6.8% in the second quarter 2014<sup>(2)</sup> and 5.3% in the first quarter 2015



(1) LTM Adjusted EBITDA excludes acquisition-related expenses of \$174 million and \$177 million as of the second quarter 2015 and first quarter 2015, respectively

(2) For Level 3 standalone for the second quarter 2014

(3) Excludes capital leases and other debt of approximately \$209 million

(\$ in millions)	
Adjusted EBITDA	YoY Growth of 14% – 17% <sup>(1)</sup>
Free Cash Flow	\$600 - \$650
GAAP Interest Expense <sup>(2)</sup>	\$650
Cash Interest Expense <sup>(2)</sup>	\$640
Capital Expenditures	15% of Total Revenue
Depreciation & Amortization	\$1,160
Cash and GAAP Income Tax	\$60
Non-cash Compensation	\$120

(1) From a starting point of \$2.271 Billion, which represents pro forma 2014 Adjusted EBITDA, including acquisition-related expenses.

(2) Updated outlook measure

## *Appendix*

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## Financial and Operational Metrics

### Level 3 Revenue Metrics

#### CNS Revenue by Geography

- 80% North America
- 11% EMEA
- 9% Latin America

#### CNS Revenue by Customer

- 71% Enterprise
- 29% Wholesale

#### CNS Revenue by Product Group

- 46% IP & Data
- 30% Transport & Fiber
- 16% Voice Services
- 8% Colocation & Datacenter

#### CNS Revenue by Currency<sup>(2Q15)</sup>

- 88% USD
- 5% GBP
- 3% EUR
- 3% BRL
- 1% All Other Currencies

### Level 3 Financial Metrics

#### Shares Outstanding (Reported)

- 355 million

#### NOL Balance (As of 12/31/14)

- \$10.3 billion

#### Net Debt to Adjusted EBITDA ratio

- 4.1x
- Focused on the low end of target leverage range of 3 to 5 times

### Level 3 Operational Metrics

#### Customers

- Total: ~52,000
- 96% Enterprise
  - 4% Wholesale

#### Headcount

- Total Employees: 13,200
- Total QBHC: ~1,260

#### On-net Buildings

- Total: ~42,200
- 79% North America
  - 5% EMEA
  - 16% Latin America

## ***Level 3 Non-GAAP Reconciliation***

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## Schedule To Reconcile To Non-GAAP Financial Metrics

Pursuant to Regulation G, the company is hereby providing definitions of non-GAAP financial metrics and reconciliations to the most directly comparable GAAP measures.

The following describes and reconciles those financial measures as reported under accounting principles generally accepted in the United States (GAAP) with those financial measures as adjusted by the items detailed below and presented in the accompanying news release. These calculations are not prepared in accordance with GAAP and should not be viewed as alternatives to GAAP. In keeping with its historical financial reporting practices, the company believes that the supplemental presentation of these calculations provides meaningful non-GAAP financial measures to help investors understand and compare business trends among different reporting periods on a consistent basis.

In addition, measures referred to in the accompanying news release as being calculated “on a constant currency basis” or “in constant currency terms” are non-GAAP metrics intended to present the relevant information assuming a constant exchange rate between the two periods being compared. Such metrics are calculated by applying the currency exchange rates used in the preparation of the prior period financial results to the subsequent period results.

## Schedule To Reconcile To Non-GAAP Financial Metrics

**Consolidated Revenue** is defined as total revenue from the Consolidated Statements of Operations.

**Core Network Services Revenue** includes revenue from colocation and datacenter services, transport and fiber, IP and data services, and voice services (local and enterprise).

**Network Access Costs** includes leased capacity, right-of-way costs, access charges, satellite transponder lease costs and other third party costs directly attributable to providing access to customer locations from the Level 3 network, but excludes Network Related Expenses, and depreciation and amortization. Network Access Costs do not include any employee expenses or impairment expenses; these expenses are allocated to Network Related Expenses or Selling, General and Administrative Expenses.

**Network Related Expenses** includes certain expenses associated with the delivery of services to customers and the operation and maintenance of the Level 3 network, such as facility rent, utilities, maintenance and other costs, each related to the operation of its communications network, as well as salaries, wages and related benefits (including non-cash stock-based compensation expenses) associated with personnel who are responsible for the delivery of services, operation and maintenance of its communications network, and accretion expense on asset retirement obligations, but excludes depreciation and amortization.



## Schedule To Reconcile To Non-GAAP Financial Metrics

**Network Access Margin (\$)** is defined as total Revenue less Network Access Costs from the Consolidated Statements of Operations, and excludes Network Related Expenses.

**Network Access Margin (%)** is defined as Network Access Margin (\$) divided by total Revenue. Management believes that network access margin is a relevant metric to provide to investors, as it is a metric that management uses to measure the margin available to the company after it pays third party network services costs; in essence, a measure of the efficiency of the company's network.

**Adjusted EBITDA** is defined as net income (loss) from the Consolidated Statements of Operations before income taxes, total other income (expense), non-cash impairment charges, depreciation and amortization and non-cash stock compensation expense.

**Adjusted EBITDA Margin** is defined as Adjusted EBITDA divided by total revenue.

## Schedule To Reconcile To Non-GAAP Financial Metrics

Management believes that Adjusted EBITDA and Adjusted EBITDA Margin are relevant and useful metrics to provide to investors, as they are an important part of the company's internal reporting and are key measures used by Management to evaluate profitability and operating performance of the company and to make resource allocation decisions. Management believes such measures are especially important in a capital-intensive industry such as telecommunications. Management also uses Adjusted EBITDA and Adjusted EBITDA Margin to compare the company's performance to that of its competitors and to eliminate certain non-cash and non-operating items in order to consistently measure from period to period its ability to fund capital expenditures, fund growth, service debt and determine bonuses. Adjusted EBITDA excludes non-cash impairment charges and non-cash stock compensation expense because of the non-cash nature of these items. Adjusted EBITDA also excludes interest income, interest expense and income taxes because these items are associated with the company's capitalization and tax structures. Adjusted EBITDA also excludes depreciation and amortization expense because these non-cash expenses primarily reflect the impact of historical capital investments, as opposed to the cash impacts of capital expenditures made in recent periods, which may be evaluated through cash flow measures. Adjusted EBITDA excludes the gain (or loss) on extinguishment and modification of debt and other, net because these items are not related to the primary operations of the company.

There are limitations to using Adjusted EBITDA as a financial measure, including the difficulty associated with comparing companies that use similar performance measures whose calculations may differ from the company's calculations. Additionally, this financial measure does not include certain significant items such as interest income, interest expense, income taxes, depreciation and amortization, non-cash impairment charges, non-cash stock compensation expense, the gain (or loss) on extinguishment and modification of debt and net other income (expense). Adjusted EBITDA and Adjusted EBITDA Margin should not be considered a substitute for other measures of financial performance reported in accordance with GAAP.

## Schedule To Reconcile To Non-GAAP Financial Metrics

**Debt** is defined as total gross debt including capital leases from the Consolidated Balance Sheet.

**Net Debt to Last Twelve Months (LTM) Adjusted EBITDA Ratio** is defined as debt, reduced by cash and cash equivalents and divided by LTM Adjusted EBITDA Pro Forma to include tw telecom results excluding acquisition-related expenses.

**Unlevered Cash Flow** is defined as net cash provided by (used in) operating activities less capital expenditures, plus cash interest paid and less interest income all as disclosed in the Consolidated Statements of Cash Flows or the Consolidated Statements of Operations. Management believes that Unlevered Cash Flow is a relevant metric to provide to investors, as it is an indicator of the operational strength and performance of the company and, measured over time, provides management and investors with a sense of the underlying business' growth pattern and ability to generate cash. Unlevered Cash Flow excludes cash used for acquisitions and debt service and the impact of exchange rate changes on cash and cash equivalents balances.

There are material limitations to using Unlevered Cash Flow to measure the company's cash performance as it excludes certain material items such as payments on and repurchases of long-term debt, interest income, cash interest expense and cash used to fund acquisitions. Comparisons of Level 3's Unlevered Cash Flow to that of some of its competitors may be of limited usefulness since Level 3 does not currently pay a significant amount of income taxes due to net operating losses, and therefore, generates higher cash flow than a comparable business that does pay income taxes. Additionally, this financial measure is subject to variability quarter over quarter as a result of the timing of payments related to accounts receivable and accounts payable and capital expenditures. Unlevered Cash Flow should not be used as a substitute for net change in cash and cash equivalents in the Consolidated Statements of Cash Flows.

## Schedule To Reconcile To Non-GAAP Financial Metrics

**Free Cash Flow** is defined as net cash provided by (used in) operating activities less capital expenditures as disclosed in the Consolidated Statements of Cash Flows. Management believes that Free Cash Flow is a relevant metric to provide to investors, as it is an indicator of the company's ability to generate cash to service its debt. Free Cash Flow excludes cash used for acquisitions, principal repayments and the impact of exchange rate changes on cash and cash equivalents balances.

There are material limitations to using Free Cash Flow to measure the company's performance as it excludes certain material items such as principal payments on and repurchases of long-term debt and cash used to fund acquisitions. Comparisons of Level 3's Free Cash Flow to that of some of its competitors may be of limited usefulness since Level 3 does not currently pay a significant amount of income taxes due to net operating losses, and therefore, generates higher cash flow than a comparable business that does pay income taxes. Additionally, this financial measure is subject to variability quarter over quarter as a result of the timing of payments related to interest expense, accounts receivable and accounts payable and capital expenditures. Free Cash Flow should not be used as a substitute for net change in cash and cash equivalents on the Consolidated Statements of Cash Flows.

## Schedule To Reconcile To Non-GAAP Financial Metrics

### Level 3 Communications, Inc. and Consolidated Subsidiaries

#### Adjusted EBITDA

(\$ in millions)	2Q14 (as reported)	2Q14 (Pro Forma) <sup>(1)</sup>	2Q15 (as reported)
<b>Consolidated Net Income (Loss)</b>	<b>\$ 51</b>	<b>\$ 45</b>	<b>\$ (13)</b>
Income Tax Expense	12	15	18
Total Other Expense	193	233	345
Depreciation and Amortization Expense	187	280	288
Non-cash Compensation Expense	16	24	27
<b>Consolidated Adjusted EBITDA</b>	<b>\$ 459</b>	<b>\$ 597</b>	<b>\$ 665</b>
<b>Consolidated Revenue</b>	<b>\$ 1,625</b>	<b>\$ 2,030</b>	<b>\$ 2,061</b>
<b>Adjusted EBITDA Margin</b>	<b>28.2 %</b>	<b>29.4 %</b>	<b>32.3 %</b>

<sup>(1)</sup> Second quarter of 2014 Pro Forma Adjusted EBITDA reflects a full three months of both Level 3's and tw telecom's results.

## Schedule To Reconcile To Non-GAAP Financial Metrics

### Level 3 Communications, Inc. and Consolidated Subsidiaries Cash Flows

(\$ in millions)	2Q14 (as reported)	2Q14 (Pro Forma) <sup>(1)</sup>	2Q15 (as reported)
Net Cash Provided by Operating Activities	\$ 303	\$ 394	\$ 419
Capital Expenditures	(241)	(332)	(317)
<b>Free Cash Flow</b>	<b>\$ 62</b>	<b>\$ 62</b>	<b>\$ 102</b>
Cash Interest Paid	149	199	219
Interest Income	—	—	—
<b>Unlevered Cash Flow</b>	<b>\$ 211</b>	<b>\$ 261</b>	<b>\$ 321</b>

<sup>(1)</sup> Second quarter of 2014 Pro Forma Cash Flows reflects a full three months of both Level 3's and tw telecom's results.

# Schedule To Reconcile To Non-GAAP Financial Metrics

## Level 3 Communications, Inc. and Consolidated Subsidiaries Pro Forma LTM Adjusted EBITDA

(\$ in millions)	3Q14 (Pro Forma) <sup>(1)</sup>	4Q14 (Pro Forma) <sup>(1)</sup>	1Q15 (as reported)	2Q15 (as reported)	Total: LTM (Pro Forma) <sup>(1)</sup>
Total Revenue	\$ 2,038	\$ 2,052	\$ 2,053	\$ 2,061	\$ 8,204
Network Access Costs	(717)	(732)	(723)	(696)	(2,868)
Network Related Expenses	(369)	(378)	(356)	(363)	(1,466)
Selling, General and Administrative Expenses	(372)	(567)	(370)	(364)	(1,673)
Add back: Non-Cash Compensation Expenses	32	93	31	27	183
Add back: Non-Cash Impairment	—	1	—	—	1
Acquisition-Related Expenses	8	156	5	5	174
<b>Adjusted EBITDA Excluding Acquisition-Related Expenses</b>	<b>\$ 620</b>	<b>\$ 625</b>	<b>\$ 640</b>	<b>\$ 670</b>	<b>\$ 2,555</b>

<sup>(1)</sup> Quarterly 2014 Pro Forma Adjusted EBITDA assumes the acquisition of tw telecom took place on January 1, 2014.

## Schedule To Reconcile To Non-GAAP Financial Metrics

### **Level 3 Communications, Inc. and Consolidated Subsidiaries** **Net Debt to Pro Forma LTM Adjusted EBITDA ratio as of June 30, 2015**

**(\$ in millions)**

Debt	\$	11,035
Cash and Cash Equivalents		<u>(549)</u>
Net Debt	\$	<u>10,486</u>
Pro Forma LTM Adjusted EBITDA <sup>(1)</sup>	\$	<u>2,555</u>
Net Debt to Pro Forma LTM Adjusted EBITDA Ratio		<u>4.1</u>

<sup>(1)</sup> Please refer to the computation on slide 23.