



Connecting and Protecting  
the Networked World<sup>SM</sup>



## FOURTH QUARTER AND FULL YEAR 2015 RESULTS

FEBRUARY 4, 2016

# Pro Forma Adjustment and Cautionary Statement

*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. 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 and exclude the first nine months of results from the company’s Venezuelan subsidiary’s operations, which was deconsolidated at the end of the third quarter 2015. All other measures include the nine months of results from the Venezuelan subsidiary’s operations.*

*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.*

**7.2%**

CNS Enterprise Revenue Growth<sup>(1)</sup>

**16%**

Year-over-Year Adjusted EBITDA<sup>(2)</sup> growth, in line with our outlook for 15% to 17% growth

**\$658  
million**

Generated strong Free Cash Flow in excess of our outlook of \$600 to \$650 million<sup>(3)</sup>

**3.8x**

Net Debt to Adjusted EBITDA ratio, down from 4.4x in 4Q14

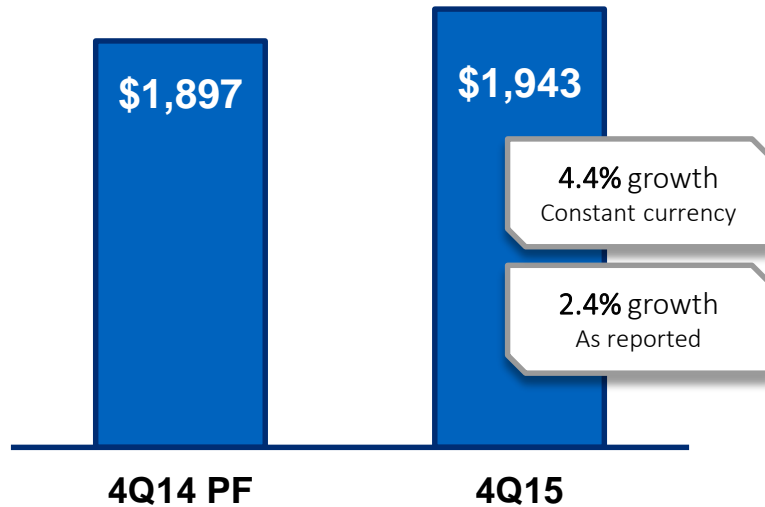
(1) On a pro forma, constant currency basis

(2) Adjusted EBITDA Pro Forma results include acquisition-related expenses

(3) Excludes accelerated cash interest payments of \$32 million related to capital markets activity in the fourth quarter 2015

## CNS Revenue

(\$ in Millions)



## 4Q15 Enterprise CNS Pro Forma Revenue Growth

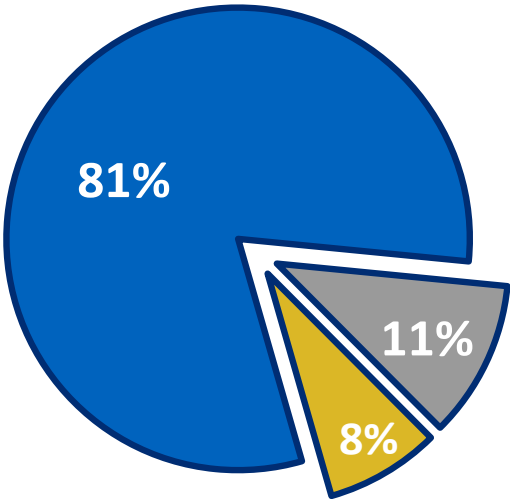
Revenue	Constant Currency YoY%	As Reported YoY%
Total Enterprise	6.1%	4.0%
North America	6.1%	6.1%
EMEA <sup>(1)</sup>	3.5%	0%
Latin America	9.5%	(6.7%)

(1) Excludes UK Government Revenue

(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.

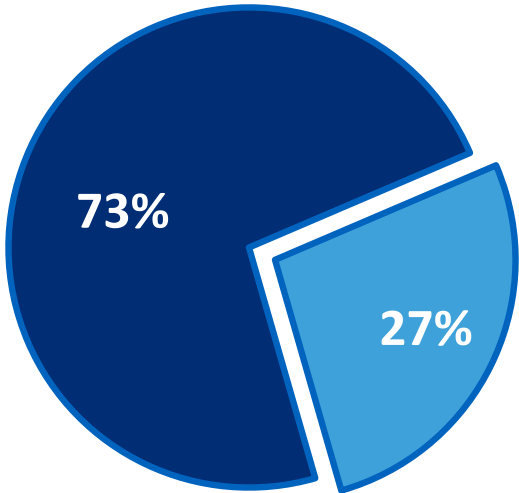
1.1% 4Q15 CNS Revenue Churn<sup>(2)</sup>

CNS Revenue Mix  
(By Region)



■ North America ■ EMEA ■ Latin America

CNS Revenue Mix  
(By Customer Type)

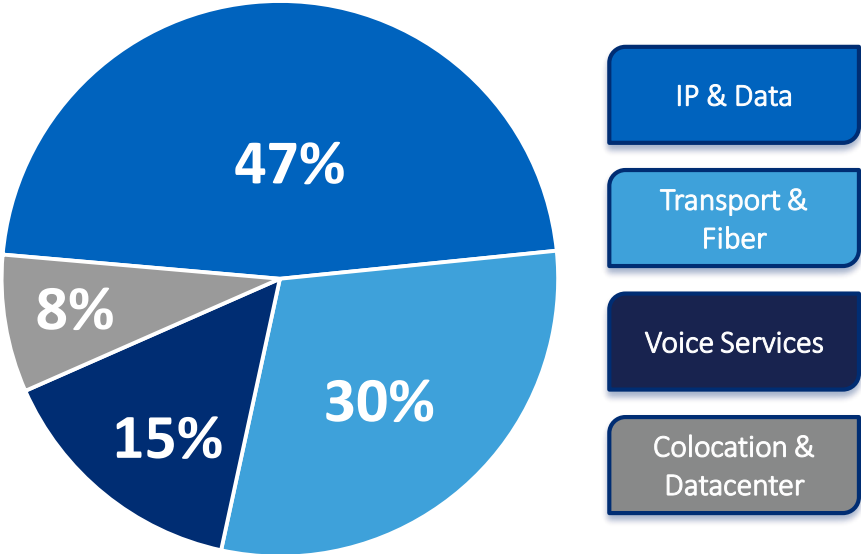


■ Enterprise ■ Wholesale

## CNS Revenue by Service Type

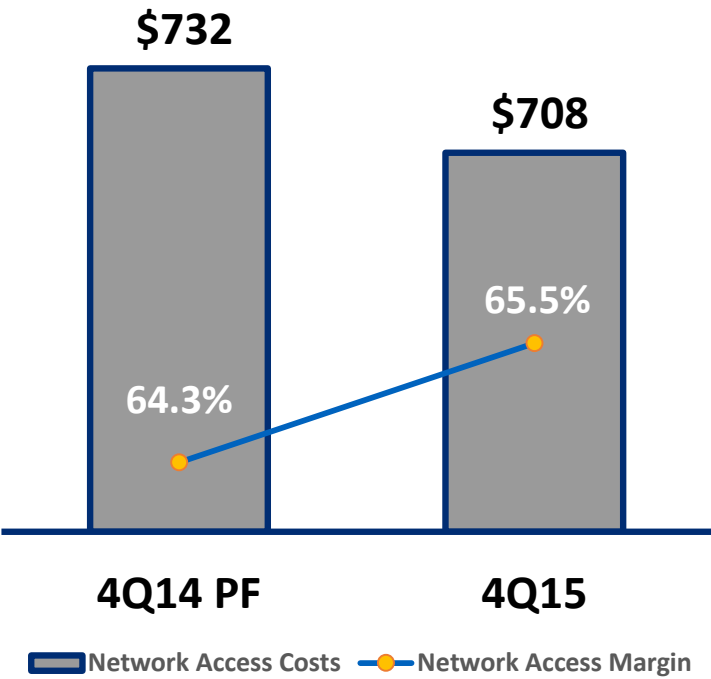
IP & Data Services \$906M	8.2%	Constant Currency
	5.8%	As Reported
Transport & Fiber \$590M	1.8%	Constant Currency
	0.3%	As Reported
Voice Services \$298M	(0.5%)	Constant Currency
	(1.3%)	As Reported
Colocation & Datacenter \$149M	3.9%	Constant Currency
	(1.3%)	As Reported

## 4Q15 CNS Services Revenue

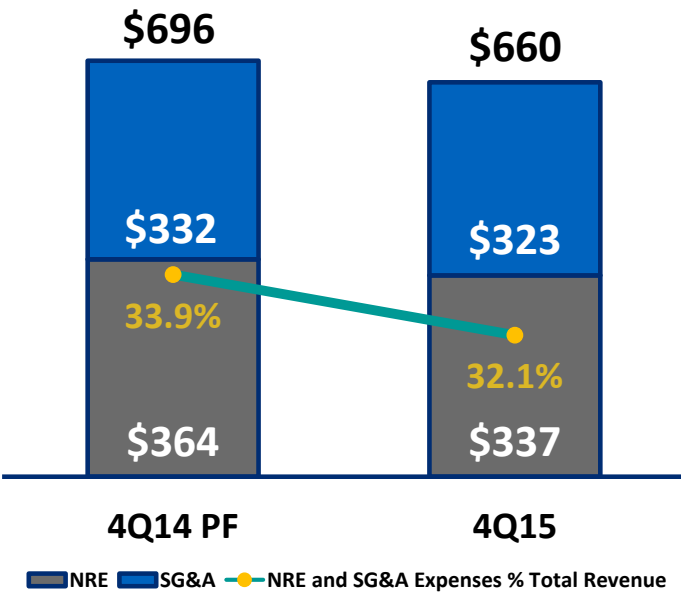


*Note: Growth rates are on a year-over-year basis*

### Network Access Costs & Margin



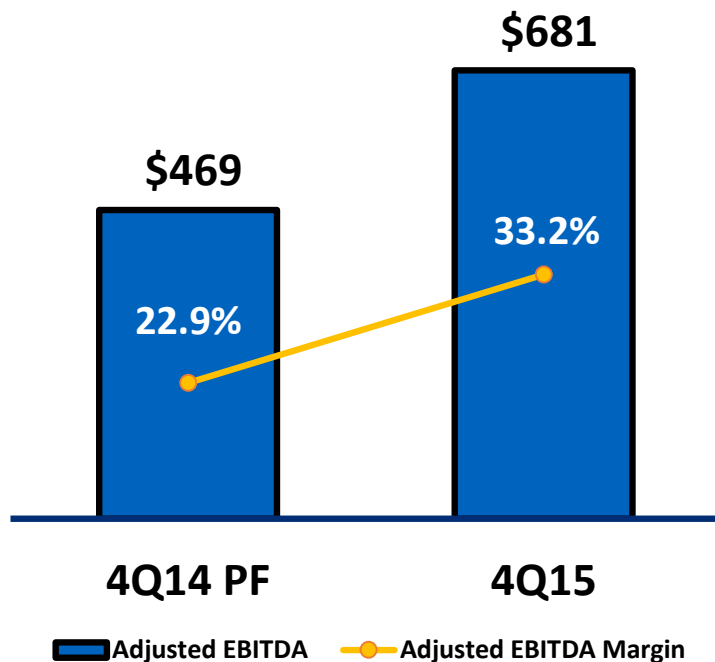
### Network Related (NRE) and SG&A Expenses<sup>(1)</sup>



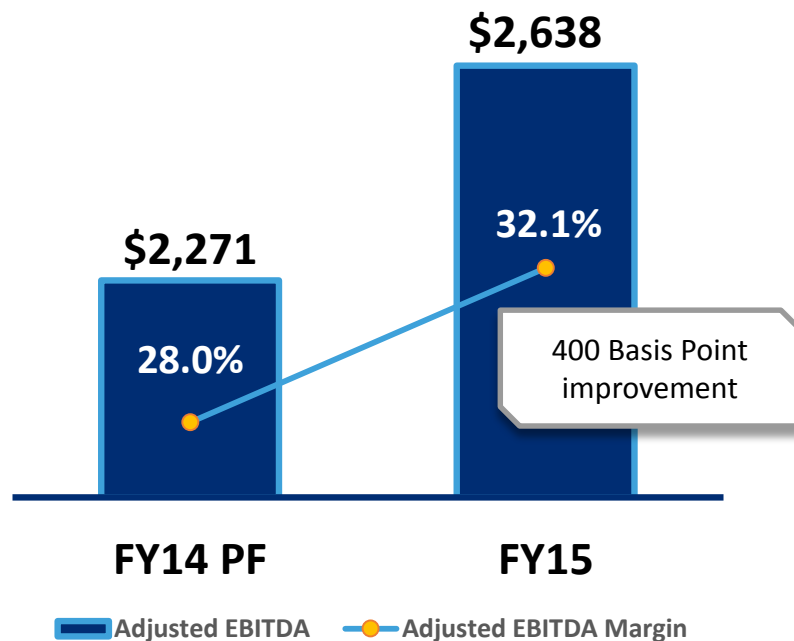
(1) Excludes non-cash compensation expense of \$4 million and \$6 million in NRE for 4Q14PF and 4Q15, respectively and \$89 million and \$43 million in SG&A for 4Q14PF and 4Q15, respectively. Also excludes acquisition and integration-related expenses of \$10 million and \$1 million in NRE for 4Q14PF and 4Q15, respectively and \$146 million and \$3 million in SG&A for 4Q14PF and 4Q15, respectively.

# Adjusted EBITDA (4Q15 and FY15)

## Fourth Quarter Adjusted EBITDA<sup>(1)</sup>



## Full Year Adjusted EBITDA<sup>(2)</sup>



(1) Includes tw telecom acquisition and integration-related expenses of \$156 million for the fourth quarter 2014 and \$4 million of integration-related expenses in the fourth quarter 2015.

(2) Includes tw telecom acquisition and integration-related expenses of \$172 million for the full year 2014 and \$32 million of integration-related expenses for the full year 2015.

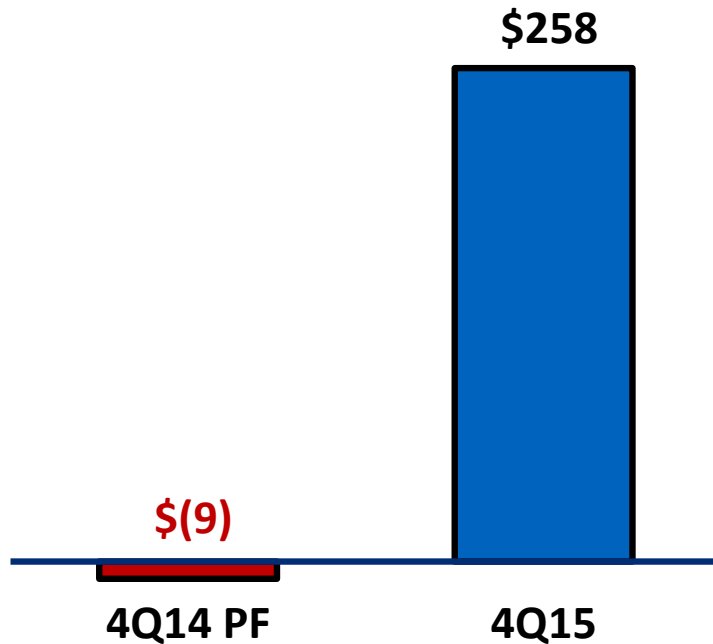


- ✓ Achieved Adjusted EBITDA annualized run-rate synergies faster than expected
  - \$140 million expected by end of 1Q16
- ✓ Exceeded total synergy estimate of \$200 million

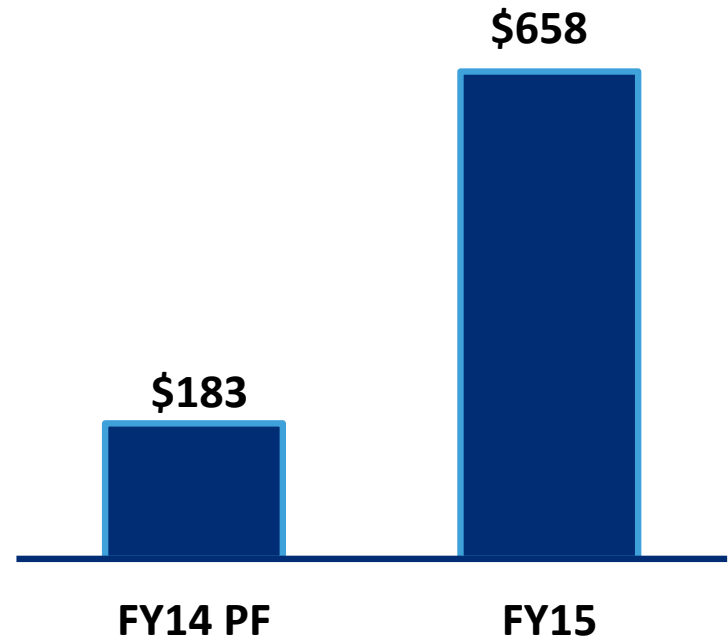
Metric (\$ in millions)	4Q15	Total
Network Access Cost Synergies	\$19	\$54
Operating Expense Synergies	\$27	\$162
<b>Total Annualized Run-Rate Synergies</b>	<b>\$46</b>	<b>\$216</b>

# Free Cash Flow (4Q15 and FY2015)

Fourth Quarter Free Cash Flow<sup>(1)</sup>



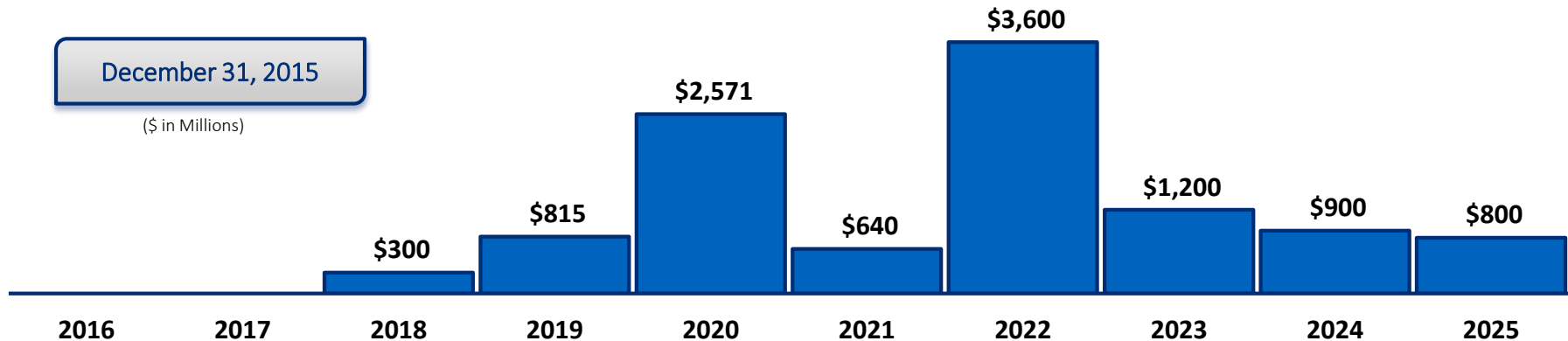
Full Year Free Cash Flow<sup>(1)</sup>



(1) Excludes accelerated cash interest payments of \$32 million related to capital markets transaction completed in the fourth quarter 2015.

# Capital Structure Highlights

- **Narrowed target leverage range to 3 to 4 times from 3 to 5 times**
  - Focused on the low end of target leverage range
- Completed ~\$5 billion in capital markets transactions in 2015
  - \$110 million of annualized cash interest expense savings
- Net Debt to LTM Adjusted EBITDA ratio of 3.8x, compared to 4.4x at Dec. 31, 2014<sup>(1)</sup>
- As of December 31, 2015, the company had cash and cash equivalents of approximately \$854 million



(1) LTM Adjusted EBITDA excludes acquisition-related expenses of \$32 million.  
Note: Figures exclude capital leases and other debt of approximately \$199 million.

	Outlook Metric
Adjusted EBITDA <sup>(1)</sup>	<b>YoY Growth of 9% to 12%</b>
Free Cash Flow	<b>\$1.0 to \$1.1 billion</b>
GAAP Interest Expense	<b>\$570 million</b>
Cash Interest Expense	<b>\$520 million</b>
Capital Expenditures	<b>15% of Total Revenue</b>
Depreciation & Amortization	<b>\$1.230 billion</b>
Cash Income Tax	<b>\$40 million</b>
Non-Cash Compensation	<b>\$130 million</b>
Full Year Income Tax Rate	<b>~30%</b>

(1) From a starting point of \$2.592 billion, which represents 2015 Adjusted EBITDA, on a pro forma basis to exclude results from Venezuela

## Appendix

# Financial and Operational Metrics (4Q15)

## Revenue Metrics

### CNS Revenue by Geography

- 81% North America
- 11% EMEA
- 8% Latin America

### CNS Revenue by Product Group

- 47% IP & Data
- 30% Transport & Fiber
- 15% Voice Services
- 8% Colocation & Datacenter

### CNS vs. WVS Revenue

- 95% CNS
- 5% WVS

### CNS Revenue by Channel

- 73% Enterprise
- 27% Wholesale

### Total Revenue by Currency

- 90% USD
- 4% GBP
- 3% EUR
- 2% BRL
- 1% All Other Currencies

### CNS Revenue by Currency

- 89% USD
- 5% GBP
- 3% EUR
- 2% BRL
- 1% All Other Currencies

### Capital Expenditures as a Percent of Total Revenue

- 4Q15: 16%
- FY2015: 15%

### CNS Revenue Churn

- 1.1% (Monthly)

## Operational Metrics

### Customers

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

### Headcount

- Total Employees: ~12,500
- QBHC: ~1,150

### On-net Buildings

- Total: 43,200
- 78% North America
- 5% EMEA
- 17% Latin America

## Financial Metrics

### Shares Outstanding (Reported)

- 356 million

### NOL Balance

- \$9.9 billion

### Net Debt to Adjusted EBITDA ratio

- 3.8x
- Focused on the low end of target leverage range of 3 to 4 times

## Level 3 Non-GAAP Reconciliation

# 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 financial presentation. 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.



**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.

**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 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.

**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)	4Q14 (Pro Forma) <sup>(1)(2)</sup>	4Q15 (as reported) <sup>(2)</sup>	FY 2014 (Pro Forma) <sup>(1)(2)</sup>	FY 2015 (as reported) <sup>(2)</sup>
<b>Consolidated Net Income (Loss)</b>	<b>\$ (80)</b>	<b>\$ 3,323</b>	<b>\$ 149</b>	<b>\$ 3,433</b>
Income Tax Benefit	(105)	(3,189)	(70)	(3,150)
Total Other Expense	279	204	905	1,048
Depreciation and Amortization Expense	281	294	1,118	1,166
Non-Cash Compensation Expense	93	49	168	141
Non-Cash Impairment	1	-	1	-
<b>Consolidated Adjusted EBITDA</b>	<b>\$ 469</b>	<b>\$ 681</b>	<b>\$ 2,271</b>	<b>\$ 2,638</b>
<b>Consolidated Revenue</b>	<b>\$ 2,052</b>	<b>\$ 2,053</b>	<b>\$ 8,123</b>	<b>\$ 8,229</b>
<b>Adjusted EBITDA Margin</b>	<b>22.9 %</b>	<b>33.2 %</b>	<b>28.0 %</b>	<b>32.1 %</b>

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

<sup>(2)</sup> Includes tw telecom acquisition related expenses of \$4 million for the fourth quarter 2015, \$32 million for the full year 2015, \$156 million for the fourth quarter 2014 and \$172 million for the full year 2014.

# Schedule to Reconcile to Non-GAAP Financial Metrics

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

(\$ in millions)	4Q14 (Pro Forma) <sup>(1)</sup>	4Q15 (as reported)	FY 2014 (Pro Forma) <sup>(1)</sup>	FY 2015 (as reported)
Net Cash Provided by Operating Activities	\$ 337	\$ 556	\$ 1,438	\$ 1,855
Capital Expenditures	(346)	(330)	(1,255)	(1,229)
<b>Free Cash Flow</b> <sup>(2)</sup>	<b>\$ (9)</b>	<b>\$ 226</b>	<b>\$ 183</b>	<b>\$ 626</b>
Cash Interest Paid <sup>(3)</sup>	222	173	729	668
Interest Income	—	—	(1)	(1)
<b>Unlevered Cash Flow</b>	<b>\$ 213</b>	<b>\$ 399</b>	<b>\$ 911</b>	<b>\$ 1,293</b>

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

<sup>(2)</sup> Includes tw telecom cash interest/acquisition-related expenditures of \$96 million for the fourth quarter 2014 and \$107 million for the full year 2014.

<sup>(3)</sup> Includes tw telecom cash interest-related expenditures of \$36 million each for the fourth quarter 2014 and for the full year 2014.

# Schedule to Reconcile to Non-GAAP Financial Metrics

## Level 3 Communications, Inc. and Consolidated Subsidiaries

### LTM Adjusted EBITDA (as reported)

(\$ in millions)

	1Q15	2Q15	3Q15	4Q15	Total: LTM
Total Revenue	\$ 2,053	\$ 2,061	\$ 2,062	\$ 2,053	\$ 8,229
Network Access Costs	(723)	(696)	(706)	(708)	(2,833)
Network Related Expenses	(356)	(363)	(369)	(344)	(1,432)
Selling, General and Administrative Expenses	(370)	(364)	(364)	(369)	(1,467)
Add back: Non-Cash Compensation Expenses	31	27	34	49	141
Add back: Acquisition-Related Expenses	5	5	18	4	32
Adjusted EBITDA Excluding Acquisition-Related Expenses	<u>\$ 640</u>	<u>\$ 670</u>	<u>\$ 675</u>	<u>\$ 685</u>	<u>\$ 2,670</u>



# Schedule to Reconcile to Non-GAAP Financial Metrics

## **Level 3 Communications, Inc. and Consolidated Subsidiaries** **Net Debt to LTM Adjusted EBITDA ratio as of December 31, 2015**

**(\$ in millions)**

Debt	\$ 11,025
Cash and Cash Equivalents	<u>(854)</u>
Net Debt	<u><u>\$ 10,171</u></u>
Pro Forma Adjusted EBITDA Excluding Acquisition-Related Expenses <sup>(1)</sup>	<u><u>\$ 2,670</u></u>
Net Debt to Pro Forma LTM Adjusted EBITDA Ratio	<u><u>3.8</u></u>

<sup>(1)</sup> Please refer to the computation of LTM Adjusted EBITDA in this presentation