

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of Level 3 Communications,)
LLC's Petition for Arbitration Pursuant to)
Section 252(b) of the Communications Act of)
1934, as amended by the Telecommunications)
Act of 1996, to establish an Interconnection)
Agreement with Southwestern Bell Telephone)
Company, L.P. d/b/a SBC Missouri)

Case No. TO-2004-0606

PETITION FOR LEAVE TO APPEAR

COME NOW Richard E. Thayer, Erik J. Cecil, Henry T. Kelly and Joseph E. Donovan and pursuant to 4 CSR 240-2.040(3)(C) herewith file their Petition for Leave to Appear on behalf of Level 3 Communications, LLC ("Level 3") in this proceeding. Mr. Thayer and Mr. Cecil are employees of Level 3. With respect to their entries, Mr. Thayer is a member in good standing of the Bars of the State of Florida and the Commonwealth of Massachusetts and is admitted to practice before the Supreme Court and all state courts of those jurisdictions. Mr. Cecil is a member in good standing of the Bars of the District of Columbia and the State of Maryland and is entitled to practice in the courts of both of those jurisdictions on all matters. Neither Mr. Thayer nor Mr. Cecil, nor any member of their corporate law department, is disqualified to appear in court.

Messrs. Kelly and Donovan are attorneys with the law firm of Kelley Drye & Warren, LLP. Mr. Kelly is a member in good standing of the Bar of the State of Illinois and is admitted to practice before the Supreme Court and all lower courts of the State of Illinois, the United States Supreme Court, the Seventh Circuit United States Court of Appeals and the United States District Court for the Northern District of Illinois. Mr. Donovan is a member in good standing of the Bars of the States of Illinois and Colorado. He is admitted to practice before the Supreme

Courts and all lower courts of the States of Illinois and Colorado, and the United States District Courts for the Northern and Central Districts of Illinois. Neither Mr. Kelly nor Mr. Donovan, nor any member of their law firm, is disqualified to appear in court.

Messrs. Thayer, Cecil, Kelly and Donovan designate William D. Steinmeier and Mary Ann (Garr) Young of William D. Steinmeier, P.C. to serve as their associate counsel for Level 3 Communications, LLC, and by their signature, Mr. Steinmeier and Ms. Young accept such designation.

Respectfully submitted,

/s/ Richard E. Thayer

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CERTIFICATE OF SERVICE

I hereby certify that the undersigned has caused a complete copy of the foregoing to be electronically filed and served on the Commission's Office of General Counsel (at gencounsel@psc.mo.gov), the Office of Public Counsel (at opcservice@ded.mo.gov) and on Paul Lane, Esq., General Counsel-Missouri/Kansas for SBC (at paul.lane@sbc.com), on this 23rd day of June 2004.

/s/ William D. Steinmeier

William D. Steinmeier