

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

In the Matter of the Application of Looking Glass Networks, Inc. and Level 3 Communications, LLC Case No. TO-2009-0251
to Transfer Customers and Cancel Looking Glass Network's Certificate of Service Authority and Tariff

**APPLICATION FOR TRANSFER OF CUSTOMERS AND CANCELLATION OF
CERTIFICATES OF SERVICE AUTHORITY AND TARIFF**

Looking Glass Networks, Inc. ("LGN") and Level 3 Communications, LLC ("Level 3") pursuant to 392.300.1 RSMo., 4 CSR 240-2.060, and 4 CSR 240-3.520, request an order of the Commission authorizing transfer of LGN's customers to Level 3 Communications, LLC ("Level 3") and canceling LGN's certificates of authority and tariff. In support, Level 3 and LGN state as follows:

1. LGN is a facilities-based telecommunications company with authority to provide intrastate interexchange and nonswitched local exchange telecommunications service in Missouri.¹ LGN's address is 1025 Eldorado Blvd., Broomfield, CO 80021. LGN's parent company is Looking Glass Networks Holding Co., Inc. ("LGN Holding"). Level 3 is LGN Holding's parent company. Level 3 is a facilities-based telecommunications company that has authority to provide basic local exchange and local exchange telecommunications service in Missouri.² Level 3's address is 1025 Eldorado Blvd., Broomfield, CO 80021. A certificate of good standing from the Missouri

¹ LGN's certificates of service authority were issued on September 23, 2000 in Case No. TA-2001-55.

² Level 3's certificates of service authority were issued on February 2, 1999 in Case No. TA-1999-171. Level 3 obtained waiver of the applicability of Section 392.300.1 in Case No. CE-2009-0113.

Secretary of State for Looking Glass Networks, Inc., is attached hereto as Exhibit A.

The certificate of good standing for Level 3 Communications, LLC, was filed with Level 3's application in Case No. CE-2009-0113 and is incorporated herein by reference per 4 CSR 240-2.060(G)

2. Copies of orders, notices and correspondence should be served on LGN's and Level 3's representatives in this proceeding:

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3. For the past several years Level 3 has been integrating the networks and systems of its various subsidiaries, including LGN. As a result, the independent existence of LGN is not necessary for providing service to those customers and can be consolidated within Level 3. In order to streamline and better organize the business and operations of Level 3's various operating companies, LGN will be merged into LGN Holding and LGN Holding will then be merged into Level 3. LGN's Missouri customers will then become Level 3 customers.

4. LGN's current customer base in Missouri is comprised of a very limited number of business customers, primarily other carriers, all of whom are served pursuant to individual service order arrangements. No changes are required to Level 3's tariffs in order to serve these customers. Because LGN serves no presubscribed end users, the Commission's anti-slamming rule 4 CSR 240-150 does not apply. The transfer of customers will take place as a result of an internal reorganization, so there is no applicable contract or agreement of sale to be provided pursuant to 4 CSR 240-3.520(2)(B).

5. The transfer of customers from LGN to Level 3 will have no adverse impact on customers. The LGN customers will continue to receive their existing services over the same facilities and at the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. The bills LGN customers receive prominently identify LGN as a Level 3 company and, as such, the transfer will not cause customer confusion. Immediately following the transfer, existing customers will continue to receive service under the same billing system and the proposed transfer will not involve any interruption or discontinuation of service or customer terminations.

6. Level 3 will provide advance written notice to the affected customers at least thirty (30) days prior to the transfer to ensure a seamless transition and to avoid customer confusion or inconvenience. A copy of the notification letter is attached as Exhibit B.

7. Applicable case law provides that the Commission may “not withhold its approval of the disposition of assets unless it can be shown that such disposition is detrimental to the public interest.” *State ex rel. Fee Fee Trunk Sewer, Inc. v. Litz*, 596 S.W.2d 466, 468 (Mo. App. E.D. 1980), citing *State ex rel. City of St. Louis v. Public Serv. Comm’n of Mo.*, 73 S.W.2d 393, 400 (Mo. banc 1934). The proposed transfer is in the public interest. The transfer will be transparent to customers and will have no adverse impact. Existing LGN customers will be notified of the change and will receive the same services at the same rates, terms and conditions.

8. Upon completion of the transfer of customers from LGN to Level 3, Level 3 will notify the Commission of the transfer, and LGN’s certificates of service authority and tariff (MO P.S.C. Tariff No. 1) can be cancelled by the Commission.

9. Pursuant to the requirements of 4 CSR 240-2.060(K), Level 3 and LGN state that they do not have any pending action or final unsatisfied judgments or decisions against it in any state or federal agency or court which involve customer service or rates, which action, judgment or decision occurred within the last three (3) years. Pursuant to the requirements of 4 CSR 240-2.060(L), Level 3 and LGN state that they have no annual report or assessment fees that are overdue. Pursuant to the requirements of 4 CSR 240-3.520(F), Applicants state that they do not anticipate that the proposed transaction will have any impact on tax revenues of any political subdivision in which structures, facilities or equipment of the Applicants are located.

WHEREFORE, Looking Glass Networks, Inc. and Level 3 Communications, LLC request the Commission authorize transfer of LGN's customers to Level 3 and cancel the certificates and tariff of LGN upon transfer of customers.

RESPECTFULLY SUBMITTED:

/s/Mary Ann Young

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COUNSEL FOR LEVEL 3
COMMUNICATIONS, LLC AND LOOKING
GLASS NETWORKS, INC.

Certificate of Service

I hereby certify that a copy of this document has been electronically transmitted to the Office of the General Counsel of the Missouri Public Service Commission, and to the Office of Public Counsel, on this 15th day of December 2008.

/s/Mary Ann Young

Mary Ann (Garr) Young

OFFICERS' VERIFICATIONS
(TO BE FILED SEPARATELY IN EFIS)

EXHIBIT A
SECRETARY OF STATE CERTIFICATE
OF LOOKING GLASS NETWORKS

STATE OF MISSOURI



Robin Carnahan
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

LOOKING GLASS NETWORKS, INC.

using in Missouri the name

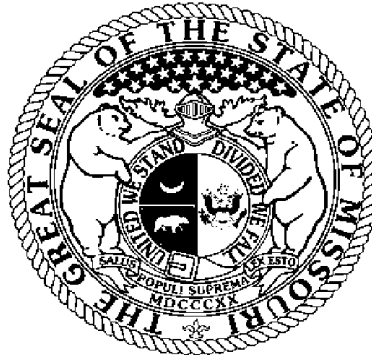
**LOOKING GLASS NETWORKS, INC.
F00484667**

a DELAWARE entity was created under the laws of this State on the 15th day of June, 2000, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 25th day of May, 2006

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



Certification Number: 8737849-1 Reference: 045413.0001
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

EXHIBIT B
Sample Customer Notice Letter

Looking Glass Networks/Level 3 Logos

Date

**IMPORTANT NOTICE REGARDING YOUR SERVICES FROM LOOKING GLASS
NETWORKS**

Dear Looking Glass Networks Customer:

Through an affiliate, Level 3 Communications, LLC (Level 3) became the indirect parent company of Looking Glass Networks in 2006. We are pleased to announce that the services you receive from Looking Glass Networks will now be provided by Level 3. As an existing customer, the only change you will see will be a change in the name of your provider from Looking Glass Networks to Level 3. Otherwise, your services will remain with the Level 3 family of companies.

You will continue to use the same services you currently do and, of course, there will be no fees or charges to you in connection with this transfer and there will be no disruption in service. As a Level 3 customer, you will continue to receive services at the same rates, terms and conditions specified in your existing contract with Looking Glass Networks or, if applicable, filed and/or posted tariffs and/or price lists.

Level 3 anticipates the date of the transfer will be _____, 2009, provided any necessary regulatory approvals have been obtained; and, at that time, the name of your service provider will become Level 3.

If you have any questions about the transfer or about Level 3 in general, please visit www.level3.com or call 800-____-____. For all questions regarding billing, repairs, service needs or complaints, please contact Level 3 at 800-____-____.

We look forward to continuing to provide service to you.

Cordially,

Level 3 Communications