

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

)	
Application of)	
)	
Level 3 Communications, LLC)	Case No. <u>TM-2008-0203</u>
)	
For Approval of Merger)	
)	
)	

APPLICATION

Level 3 Communications, LLC (“Level 3 LLC” or “Applicant”), pursuant to Section. 392.300.1. RSMo, 4 CSR 240-2-.060 and 4 CSR 240-3.525, by and through undersigned counsel, hereby seeks approval from the Missouri Public Service Commission (“Commission”) for Level 3 LLC to merge with and into its wholly-owned subsidiary, Eldorado Acquisition Three, LLC (“Eldorado”) with Level 3 LLC being the surviving entity.

In support of this Application, Applicant states as follows:

I. Description of Level 3 Communications, LLC

In Missouri, Level 3 LLC is authorized to provide interexchange, access, and competitive local exchange services pursuant to Commission Orders in Case No. TA-99-170 and Case No. TA-99-171. Currently, Eldorado is a wholly owned subsidiary of Level 3 LLC. Level 3 LLC is, in turn, a wholly owned subsidiary of Level 3 Communications, Inc. (“Level 3”), a Delaware corporation publicly traded on the NASDAQ (Ticker Symbol: LVLT), which is headquartered in Broomfield, Colorado. Through its various operating subsidiaries, Level 3 is authorized to provide competitive telecommunications services throughout the United States. Level 3 is also authorized to provide domestic interstate and international services by virtue of authority granted by the Federal Communications

Commission. Applicant emphasizes, however, that none of the operations of the Level 3 operating companies, including those of Level 3 LLC, will be affected by the proposed reorganization.

II. Contact Information

Correspondence or communications pertaining to this Application should be directed to:

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With copies to:

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And:

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Telephone: (703) 234-8891
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Email: Michael.Donahue@Level3.com

III. Description of the Proposed Transaction

As indicated above, Level 3 proposes to complete an internal reorganization whereby Eldorado will be merged with and into Eldorado's direct parent, Level 3 LLC. Eldorado is a non-operating holding company that does not directly provide telecommunications or other products or services. Although as a legal matter, Level 3 LLC will acquire all of the assets of Eldorado in connection with the proposed reorganization, the transaction will be entirely transparent to Level 3 LLC and will not affect in any way the rates, terms or conditions of Level 3 LLC's Missouri services. Immediately following the closing of the proposed merger, Level 3 LLC and Level 3's other Level 3 operating subsidiaries will continue to provide service to their existing customers in Missouri under the name, pursuant to their existing authority, and under the same rates, terms and conditions as those services are currently provided.¹ An illustrative chart depicting the transaction is attached as Exhibit A.

Furthermore, the proposed change in company structure will not affect the ultimate ownership or control of Level 3 LLC or any other Level 3 operating subsidiary. Currently, Level 3 LLC is a wholly owned indirect subsidiary of Level 3 Communications, Inc. Applicant's ownership structure will not be affected by the proposed internal transaction.

IV Responses to 4 CSR 240-3.525

(A) Plan or Agreement of Merger: None. Because the proposed transaction

¹ In connection with the proposed transaction, all of the subsidiaries of Eldorado (which are now indirect subsidiaries of Level 3 LLC) will become direct subsidiaries of Level 3 LLC. One of those subsidiaries, TelCove Operations, Inc. ("TelCove Operations") is authorized to provide service in Missouri. It is Level 3's understanding that TelCove Operations is not required to seek approval in connection with the proposed transaction. Accordingly, TelCove Operations is not a party to this filing.

is entirely pro forma in nature and involves only an internal reorganization of the Level 3 family of companies, no agreement or plan of merger is required and as a result, none has been produced.

(B) Board of Directors Resolution: Requirement not applicable per 4 CSR 240-3.525(1).

(C) Financial Statements: Requirement not applicable per 4 CSR 240-3.525(1).

(D) Public Interest Showing: Please see Section V. below

(E) Impact on Jurisdictional Operations: None. The proposed transaction is pro forma in nature and is not expected to affect any of Applicant's operations.

(F) Tax Impact: None. The proposed transaction is pro forma in nature and will not involve the sale or disposition of any structures, facilities or equipment.

(G) Customer Notice: None. The proposed transaction will not result in any change in carrier for any customers.

V. Public Interest Statement

Applicant submits that the transaction described herein will serve the public interest by streamlining the corporate ownership structure of the Level 3 entities and simplifying the corporate reporting requirements. Although the proposed transaction is expected to yield certain corporate benefits, the proposed transaction will be conducted in a manner that will be entirely transparent to customers of Level 3 LLC. The merger will not result in a change of carrier for customers or any transfer of authorizations. Nor will the proposed transaction result in any change in ultimate ownership or control of Level 3 LLC. Following consummation of the proposed transaction, Level 3 LLC will

continue to provide high-quality communications services to their customers. Accordingly, Applicant respectfully requests that this Application be approved expeditiously.

VI. Information provide in compliance with 4 CSR 240-2.060

Level 3 Communications LLC is a limited liability corporation duly organized and existing under the laws of the State of Delaware, authorized to conduct business in the State of Missouri. A copy of the Missouri Secretary of State's Certificate of Good Standing for Applicant is attached as Exhibit B. The nature of the Applicant's business is telecommunications, and its principal place of business is located at 1025 Eldorado Boulevard, Broomfield, Colorado (CO) 80021. Level 3's telephone number is 720-888-1000 and the fax number for the legal department is 720-888-5134; Email address is Gregg.Strumberger@Level3.com. The verification of this application by Level 3 is attached hereto.

Applicant states, in accordance with 4 CSR 240-2.060(1)(K), that there are no pending actions or final unsatisfied judgments or decisions against Applicant in any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this Application. Pursuant to 4 CSR 240 240-2.060(1) (L), Applicant states that the Company does not have any overdue annual reports or assessment fees owed to the Commission.

VII. Conclusion

For the reasons stated above, Applicant respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,

/s/Mary Ann Young

Mary Ann (Garr) Young MoBar #27951

William Steinmeier MoBar # # 25689)

William D. Steinmeier, P.C.

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Email: wds@wdspsc.com

Counsel for Applicant

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Verified Application has been served electronically on the General Counsel's Office and the Office of the Public Counsel this 19th day of December 2007.

/s/Mary Ann Young _____

Mary Ann (Garr) Young

List of Exhibits

Exhibit A Illustrative Chart

Exhibit B Level 3 Communications, LLC - Certificate of Good Standing

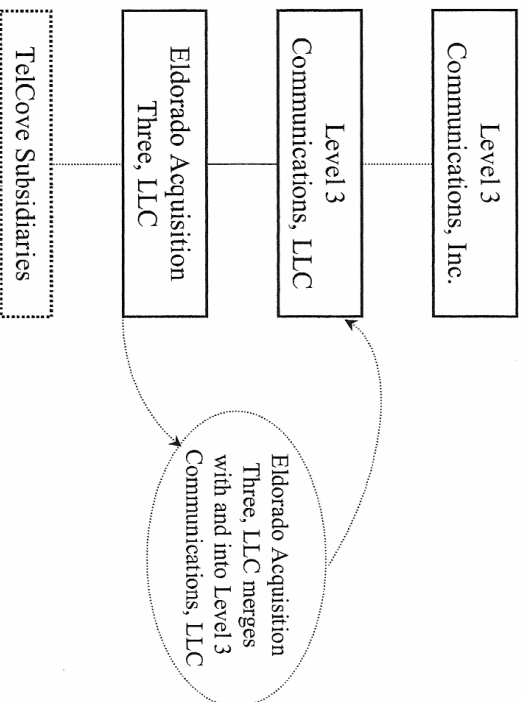
Officer's Verification

EXHIBIT A

Pre- and Post-Transaction Illustrative Chart

Illustrative Chart

Pre-Reorganization



Post-Reorganization

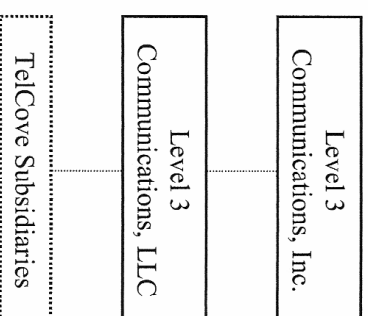


EXHIBIT B

Certificate of Good Standing

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

LEVEL 3 COMMUNICATIONS, LLC

using in Missouri the name

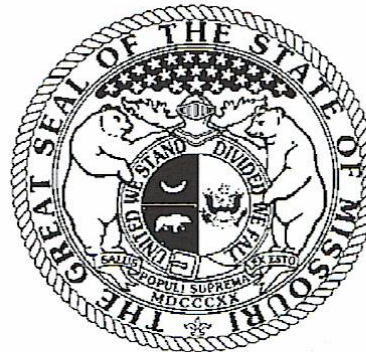
**LEVEL 3 COMMUNICATIONS, LLC
FL0018301**

a DELAWARE entity was created under the laws of this State on the 13th day of March, 1998, 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 15th day of December, 2007

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

Secretary of State



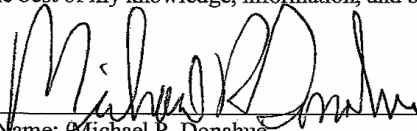
Certification Number: 10294279-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

Verification

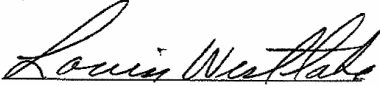
VERIFICATION

COMMONWEALTH OF VIRGINIA)
)
FAIRFAX COUNTY) ss:

I, Michael P. Donahue, being first duly sworn, state that I am Senior Regulatory Counsel of Level 3 Communications, LLC; that I am authorized to make this Verification on behalf of TelCove Operations; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.


Name: Michael P. Donahue
Title: Senior Regulatory Counsel

Sworn and subscribed before me this 10th day of December, 2007.


Notary Public

My commission expires June 30, 2011

