

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

Application of Level 3 Communications, L.L.C.     )  
For Approval of Merger                                     ) **Case No. TM-2008-0203**

**ORDER MODIFYING THE SCHEDULE FOR LEVEL 3**  
**COMMUNICATIONS, L.L.C. TO FILE STATUS REPORTS**

Issue Date: July 9, 2008

Effective Date: July 9, 2008

On December 19, 2007, Level 3 Communications, L.L.C. ("Level 3"), filed an application, pursuant to Section 392.300, RSMo 2000, and 4 CSR 240-3.525, requesting that the Commission grant approval for Level 3 to merge with its wholly-owned subsidiary, Eldorado Acquisition Three, L.L.C., with Level 3 being the surviving entity. The Commission granted that request effective February 24, 2008.

In the order granting the merger application, the Commission directed Level 3 to file notice with the Commission when the merger transactions were complete. Additionally, on March 24, the Commission directed Level 3 to file status reports at 30-day intervals until such time as the merger transactions were completed. The status reports filed thus far indicate that the merger is a multi-state transaction requiring approval of numerous regulatory bodies. Consequently, the Commission will modify its schedule requiring status reports and Level 3 shall be directed to file status reports at 60-day intervals beginning August 1.

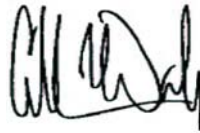
**IT IS ORDERED THAT:**

1. Beginning August 1, 2008, Level 3 Communications, L.L.C. shall file with the Commission status reports informing the Commission on the progress of its merger with

Eldorado Acquisition Three, L.L.C. every sixty days until such time as the transaction is complete, upon which it shall file an appropriate notice and the case will be closed.

2. This order shall become effective on July 9, 2008.

**BY THE COMMISSION**

A handwritten signature in black ink, appearing to read 'Colleen M. Dale', written over a horizontal line.

Colleen M. Dale  
Secretary

( S E A L )

Harold Stearley, Regulatory Law Judge,  
by delegation of authority pursuant to  
Section 386.240, RSMo 2000.

Dated at Jefferson City, Missouri,  
on this 9th day of July, 2008.