

OF THE STATE OF MISSOURI

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

**ORDER DIRECTING NOTICE, ESTABLISHING TIME FOR FILING
REQUESTS TO INTERVENE AND DIRECTING STAFF TO COMPLETE
AN INVESTIGATION AND FILE A RECOMMENDATION**

Issue Date: December 26, 2007

Effective Date: December 26, 2007

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. (“Eldorado”), with Level 3 being the surviving entity. Level 3 states that Eldorado is a non-operating holding company that does not directly provide telecommunications or other products and services. Level 3 further asserts that after consummation of the transaction, Level 3 will continue to provide telecommunications services to all of its existing customers in Missouri under the name pursuant to its existing authority, and under the same rates, terms and conditions that those services are currently being provided.

The Commission has determined that proper parties should be given notice and opportunity to intervene in this matter. The Commission finds that proper persons should be allowed 20 days from the issuance of this order to file a request for intervention or a motion for hearing. The Commission will direct its Data Center to send a copy of this order to each competitive local exchange carrier, each incumbent local exchange carrier, and

each intrastate interexchange telecommunications provider certificated to operate in Missouri.

If the Commission receives no timely requests for intervention, then the Commission would like to have the benefit of an investigation and report by its Staff before it further considers Level 3's application. Therefore, if no requests for intervention have been received by 5:00 p.m. on January 15, 2008, Staff will complete an investigation and file a report and recommendation as to whether the Commission should approve Level 3's application. If any intervention requests are timely filed, then Staff shall await further orders from the Commission regarding those intervention requests and for additional directives from the Commission with regard to completing and filing its recommendation.

IT IS ORDERED THAT:

1. The Data Center shall send a copy of this order to each competitive local exchange carrier, each incumbent local exchange carrier, and each intrastate interexchange telecommunications provider certificated to operate in Missouri.

2. Any party wishing to intervene or to request a hearing shall do so by filing an appropriate pleading no later than January 15, 2008, with:

Secretary
Missouri Public Service Commission
Post Office Box 360
Jefferson City, Missouri 65102

and serve a copy on:

Mary Ann (Garr) Young & William Steinmeier
William D. Steinmeier, P.C.
2031 Tower Drive
P.O. Box 104595
Jefferson City, Missouri 65110-4595

and,

Edward S. Quill, Jr. & Brian McDermott,
Williams Mullen Law Firm
8270 Greensboro Drive, Suite 700
McLean, Virginia 22102

and,

Michael Donahue
Level 3 Communications, L.L.C.
2300 Corporate Park Drive, Suite 600
Herndon, Virginia 20171

and,

Office of the Public Counsel
Post Office Box 2230
Jefferson City, Missouri 65102

and,

General Counsel
Missouri Public Service Commission
200 Madison Street
Post Office Box 360
Jefferson City, Missouri 65102.

3. If no requests for intervention are filed by 5:00 p.m. on January 15, 2008, then the Staff of the Missouri Public Service Commission shall complete an investigation and file a report and recommendation advising the Commission whether it should approve Level 3 Communications, L.L.C.'s Application for Approval of a Merger. Staff's report and

recommendation shall be filed with the Commission no later than February 5, 2008, unless it receives additional directives from the Commission.

4. This order shall become effective on December 26, 2007.

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 26th day of December, 2007.