



June 10, 2010

FILED³

JUN 15 2010

Missouri Public Service Commission
Attention: Data Center
200 Madison Street, Suite 100
Jefferson City, MO 65101

Missouri Public
Service Commission

Re: Missouri Annual Report (Public and Non-Public Versions)
Year 2009

To Whom It May Concern:

Attached please find the 2009 Public and Non-Public Missouri Annual Reports for the following companies:

Broadwing Communications, LLC
Level 3 Communications, LLC
Looking Glass Networks, LLC
TelCove Operations, LLC
Wiltel Communications, LLC

The information contained in these reports is confidential.

Please contact me below if you have any questions regarding the annual report.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Ed Baumgardner", written over a horizontal line.

Ed Baumgardner
Tax Manager
Level 3 Communications, LLC
712 North Main Street
Coudersport, PA 16915
P: 814-260-2741
F: 814-260-2022
ed.baumgardner@level3.com

TelCove Operations, LLC

Company Name

(Provide the full name of the company as certificated or registered with the Missouri Public Service Commission. Do not abbreviate; include any Commission approved d/b/a or fictitious name, if applicable.)

TELECOMMUNICATIONS COMPANY OR IVoIP PROVIDER

FILED³

JUN 15 2010

ANNUAL REPORT TO THE MISSOURI PUBLIC SERVICE COMMISSION

Missouri Public
Service Commission

For the Calendar Year of
January 1 - December 31, 2009

Please select how the company is certificated or registered with the Commission under the Company Name as shown above (check all that apply):

- Incumbent Local Telecommunications Company (not competitively classified ILEC)
- Incumbent Local Exchange Telecommunications Company (competitively classified ILEC)
- Competitive Local Exchange Telecommunications Company (CLEC)
- Interexchange Telecommunications Company (IXC)
- Local Non-switched Telecommunications Provider (classified in EFIS as IXC)
- Interconnected Voice over Internet Protocol Service Provider (IVoIP)

Please choose one of the following filing options to indicate the security level of the filing:

- Public submission** (NOT Proprietary or Highly Confidential)
- Non-Public submission** (Highly Confidential or Proprietary filing)
(See instructions for special requirements.)

Please review the instructions document before proceeding by using the link below:
[Instructions - 2009 Annual Report Telco and IVoIP](#)



1. State in full the company's information below:

<u>712 North Main Street</u> Company Street Address	<u>814-260-2445</u> Telephone Number
<u>712 North Main Street</u> Company Mailing Address	<u>814-260-2022</u> Fax Number
<u>Coudersport</u> <u>PA</u> <u>16915</u> City State Zip	<u>wanda.west@level3.com</u> E-Mail Address

2. This company is currently a (check appropriate box):

- Corporation Sole Proprietorship LP
 Partnership LLC Other - Explain

3. Annual Report Contact Information:

List the contact information of the person completing the form, whether an employee or a third-party preparer. This may differ from the address in Item No. 1.

<u>Wanda West</u> Name	<u>814-260-2445</u> Telephone Number
<u>712 North Main Street</u> Street Address	<u>814-260-2022</u> Fax Number
<u>712 North Main Street</u> Mailing Address	<u>wanda.west@level3.com</u> E-mail Address
<u>Coudersport</u> <u>PA</u> <u>16915</u> City State Zip	

4. Identify the principal or general officers of the company at the end of the year. Please include an additional sheet, if enough space is not provided on this page, to completely provide the requested information.

<u>Title of General Officer</u>	<u>Name of Person Holding Office</u>
<u>See Attached</u>	<u>See Attached</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

5. Please provide a list of all mergers, consolidations, and reorganizations involving the registered or certificated company and completed during the last year. Do not include internal company reorganizations or personnel issues.

N/A

6. Please provide the following information concerning the company's revenues for this calendar year:

Row	Revenues:	MO Jurisdictional (Column A)	Total Company ¹ (Column B)
I. RETAIL			
1.	Local Service Revenues include tariffed revenues attributed to local telecommunications services, extended area service, secondary features such as call forwarding, caller ID, local operator services, directory-related services, etc. and for IVoIP service.	**highly confidential information removed**	**highly confidential information removed**
2.	Interexchange Revenues include revenues attributed to interexchange telecommunications services such as toll services, 800 services, interexchange operator services and interexchange IVoIP services.	**highly confidential information removed**	**highly confidential information removed**
3.	Non-Switched Telecommunications Service Revenues include revenues attributed to retail local and interexchange private line services (but not special access or private line services provided to other telecommunications carriers).	**highly confidential information removed**	**highly confidential information removed**
4.	Bundled or Packaged Revenues include any revenues whereby the company is providing voice services in combination with multiple services whereby revenue can not be easily attributed to local, interexchange or non-switched categories. If such bundles includes Internet, video or some non-regulated service then the company's revenue shall be based on the company's rate offer for solely voice services. The excess revenue associated with the bundled service which is over the amount related to revenue associated with voice only service shall be recorded in the Total Company column. If voice service is only offered as part of a bundled service, the company shall identify all revenue associated with the bundle of services in the Missouri Jurisdictional column.	**highly confidential information removed**	**highly confidential information removed**
5.	Retail Uncollectible Revenues from telecommunications revenues. (This amount is generally a negative number.)	**highly confidential information removed**	**highly confidential information removed**
6.	RETAIL TOTAL (This amount should equal the total of Rows 1 - 5 above and should also match your Missouri Universal Service Fund Net Jurisdictional Revenue Report amount)	\$ -	\$ -
II. OTHER			
7.	Wholesale Revenues include intrastate switched, special access service revenues, carrier billing and collection revenues, and any other revenues derived from other telecommunications carriers.	**highly confidential information removed**	**highly confidential information removed**
8.	Miscellaneous Revenues² associated with non-retail services , such as, advertising revenues, rent revenues, corporate operations revenues, special billing arrangements, customer operations, plant operations, other incidental regulated revenues, and other revenue settlements. (NOTE FOR ILEC ONLY: refer to FCC account #: 5230, 5240, 5250, 5261, 5262, 5263, 5264, 5269, and 5270.)	**highly confidential information removed**	**highly confidential information removed**
9.	Other Uncollectible Revenues from other revenues. (This amount is generally a negative number.)	**highly confidential information removed**	**highly confidential information removed**
10.	High-Cost Federal USF Revenues include all revenues received as support from the Universal Service Fund for the High-Cost program.	**highly confidential information removed**	**highly confidential information removed**
11.	Other Federal USF Revenues include all revenues received as support from the Universal Service Fund for the following programs: Low Income, Schools and Libraries, and Rural Health.	**highly confidential information removed**	**highly confidential information removed**
12.	State USF Revenues include all revenues received as support from the Universal Service Fund.	**highly confidential information removed**	**highly confidential information removed**
13.	TOTAL REVENUES (This amount should equal the total of Rows 6 - 12 above.) Total MO Jurisdictional Revenue (Column A) should match Total Gross Intrastate Operating Revenue on the Statement of Revenue.	\$ -	\$ -

¹ "Telecommunications Service" as defined by Missouri Revised Statutes Section 386.020(54).

² "Interconnected Voice over Internet Protocol Service" as defined by Section 386.020(23) RSMo.

¹ List total regulated revenue and IVoIP revenue provided by a registered company and, if applicable, non-regulated revenue for company name as listed at the top of this page. (This form may be submitted by an affiliate, but a separate form must be completed by each certificated or registered entity. Do not include revenues for any company NOT listed at the top of the page.

² If you have miscellaneous revenue related to retail telecommunications services, then enter it in Row 1.



Annual Report of TelCove Operations, LLC

for the calendar year of January 1 - December 31, 2009

7. Low Income and Disabled Universal Service Fund Subscriber Quantities

Do you offer basic local telecommunications service or IVoIP service as listed under 386.020 RSMo.?

Yes

No

If yes, please quantify the number of low income and disabled subscribers as reported to USAC (federal support, Form 497) and to the Missouri Universal Service Fund administrator for the past calendar year. (Insert "0"s if you do not have such subscribers.)

	Number of Missouri Low Income Subscribers	Number of Missouri Disabled Subscribers
January	**highly confidential information removed**	**highly confidential information removed**
February	**highly confidential information removed**	**highly confidential information removed**
March	**highly confidential information removed**	**highly confidential information removed**
April	**highly confidential information removed**	**highly confidential information removed**
May	**highly confidential information removed**	**highly confidential information removed**
June	**highly confidential information removed**	**highly confidential information removed**
July	**highly confidential information removed**	**highly confidential information removed**
August	**highly confidential information removed**	**highly confidential information removed**
September	**highly confidential information removed**	**highly confidential information removed**
October	**highly confidential information removed**	**highly confidential information removed**
November	**highly confidential information removed**	**highly confidential information removed**
December	**highly confidential information removed**	**highly confidential information removed**
TOTAL:	0	0



Relay Missouri Annual Billing, Collections and Retention

9. Do you offer basic local telecommunications service or IVoIP service as listed under 386.020 RSMo.?

Yes

No

If yes, complete the following:

Month	Relay Missouri Revenue Collected (collected or received, according to your record-keeping methods)	Relay Missouri Retention Amount (of the amount collected)	Relay Missouri Revenue Remitted to Commission (of the amount collected)
January	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
February	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
March	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
April	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
May	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
June	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
July	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
August	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
September	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
October	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
November	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
December	**highly confidential information removed**	**highly confidential information removed**	**highly confidential information removed**
Total			

10. Please indicate the per line value of the Relay Missouri Surcharge you charge your customers each month.

highly confidential information removed

11. If your firm did not impose the Relay Missouri Surcharge, please explain:

N/A



Annual Customer Proprietary Network Information (CPNI) Compliance Certificate

(A copy of a company's FCC CPNI filing will suffice for the required descriptions for all items except H.2.)

12. Check this box if the company submitted its annual CPNI filing for this year in a separate filing to the MO Public Service Commission that is not attached to the company's annual report. If this box is not checked, please complete the requested items shown below:

13. The company affirms having established operating procedures that are adequate to ensure compliance with the Missouri Public Service Commission's CPNI rules of 4 CSR 240-33.160(7).

Indicate which of the following apply with Y (Yes) or N (No).

- A. The company has implemented a system by which the status of a customer's CPNI approval can be clearly established prior to the use of CPNI. Attached is a brief description of the company's system.
- B. The company has implemented personnel training as to when personnel are or are not authorized to use CPNI including an express disciplinary process. Attached is a brief description of the company's training and disciplinary process.
- C. The company maintains records for at least one year of sales and marketing campaigns of its own, its agents, affiliates, joint venture partners and any independent contractors, that use its customers' CPNI. Such records include a description of each campaign, the specific CPNI that was used in the campaign and what products and services were offered as a part of the campaign. Attached is a brief description of the company's record maintenance system.
- D. The company has a supervisory review process for outbound marketing situations. Attached is a brief description of the company's review process.
- E. The company has procedures in place whereby the company will provide the Missouri Commission written notice within five business days of any instance where the opt-out mechanisms do not work properly, to such a degree that customers' inability to opt-out is more than an anomaly. Attached is a brief description of the company's procedures.

F. **Actions Taken** - Select one of the options from the drop-down box below (by clicking the cell below and then clicking on the arrow to the right of the box directly below):

G. **Complaints Received** - Select one of the options from the drop-down box below (by clicking the cell below and then clicking on the arrow to the right of the box directly below):

H. **Sharing CPNI Information** - Select one of the options from the drop-down box below (by clicking the cell below and then clicking on the arrow to the right of the box directly below):

1. The company does not share CPNI with joint venture partners or independent contractors (except for billing and collection services)



Annual 47 C.F.R. § 64.2009(e) CPNI Certification

EB Docket 06-36

Annual 64.2009(e) CPNI Certification for 2009

Date filed: February 18, 2010

Name of companies covered by this certification:

Level 3 Communications, LLC
Broadwing Communications, LLC
ICG Telecom Group, Inc.
Looking Glass Networks, Inc.
TelCove of Pennsylvania, LLC
TelCove Operations, LLC
Vyvx, LLC
Wiltel Communications, LLC

Form 499 Filer ID:

Level 3 Communications, LLC: 818086
Broadwing Communications, LLC: 822866
ICG Telecom Group, Inc.: 808692
Looking Glass Networks, Inc.: 820045
TelCove of Pennsylvania, LLC: 811223
TelCove Operations, LLC: 820155
Vyvx, LLC: 824554
Wiltel Communications, LLC: 805503

Name of signatory: John M. Ryan

Title of signatory: Assistant Chief Legal Officer

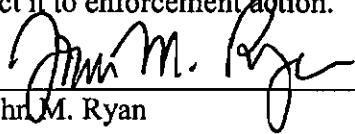
I, John M. Ryan, certify that I am an officer of the companies named above ("Level 3"), and acting as an agent of the companies, that I have personal knowledge that the companies have established operating procedures that are adequate to ensure compliance with the Commission's CPNI rules. *See* 47 C.F.R. § 64.2001 *et seq.*

Attached to this certification is an accompanying statement explaining how Level 3's procedures ensure that the company is in compliance with the requirements set forth in section 64.2001 *et seq.* of the Commission's rules.

Level 3 has not taken any actions (proceedings instituted or petitions filed by a company at either state commissions, the court system, or at the Commission against data brokers) against data brokers in the past year. Companies must report on any information that they have with respect to the processes pretexters are using to attempt to access CPNI, and what steps companies are taking to protect CPNI.

Level 3 has not received any customer complaints in the past year concerning the unauthorized release of CPNI.

Level 3 represents and warrants that the above certification is consistent with 47. C.F.R. § 1.17 which requires truthful and accurate statements to the Commission. Level 3 also acknowledges that false statements and misrepresentations to the Commission are punishable under Title 18 of the U.S. Code and may subject it to enforcement action.

Signed: 
John M. Ryan

**STATEMENT OF LEVEL 3
REGARDING COMPLIANCE WITH FEDERAL REQUIREMENTS
GOVERNING USE AND PROTECTION OF
CUSTOMER PROPRIETARY NETWORK INFORMATION (“CPNI”)**

Level 3 has implemented a number of operating processes and procedures to protect sensitive customer information and to help ensure that CPNI is used and maintained consistent with the rules of the Federal Communications Commission (the “Commission”).

All employees of Level 3 are required as a general matter to maintain the confidentiality of all information they obtain in connection with their employment, including customer-related information. Moreover, in November 2007, Level 3 implemented a CPNI protection policy to reflect modifications to the Commission’s CPNI rules as adopted in April 2007. The policy was delivered to all employees of Level 3, and explains, among other things what constitutes CPNI, what requirements apply to use and/or disclosure of CPNI, what type of authentication is required to validate inbound requests for CPNI, and what kinds of record-keeping and reporting obligations apply to CPNI. The policy is also provided to new hires as part of their orientation materials. Level 3’s policy expressly specifies that those employees who fail to abide by the policy are subject to disciplinary action. In addition, Level 3 has engaged in targeted training exercises and discussion sessions with those business units within the company that have access to CPNI for various business purposes to communicate the proper use and maintenance of CPNI. Finally, Level 3 has prepared and posted a video training program on its intranet for training of new hires and viewing by employees who have questions regarding CPNI-related matters, and has established and communicated to employees dedicated contact information for questions regarding such matters.

Consistent with the Commission’s rules, Level 3 uses, discloses, and permits access to CPNI without customer approval for the purposes of: (1) billing and collecting for services rendered; (2) protecting the rights and property of Level 3, other users, and other carriers from unlawful use; (3) providing inside wiring, installation, maintenance, and repair services; and (4) providing or marketing services that are within the same class of services to which the customer already subscribes.

At this time, Level 3 does not use, disclose, or permit access to CPNI to make customers aware of any service offerings other than those within the same category of service to which the customer already subscribes. Further, Level 3 does not at this time share, sell, lease, or otherwise provide any CPNI with or to any unaffiliated third parties for marketing purposes, and it will not do so in the future absent affirmative consent from the affected customer(s). Any outbound requests for approval from customers with respect to use of CPNI in such marketing campaigns are to be reviewed in advance by the Level 3 legal department and appropriate supervisory personnel. Level 3 maintains records relating to such marketing campaigns that use CPNI for at least one year.

Level 3 has taken reasonable measures to discover and protect against attempts to gain unauthorized access to CPNI. Only certain organizations within the company are authorized to discuss or provide CPNI to a customer in the context of providing services to that customer (e.g., to take an order, resolve a billing question, or resolve a service trouble report). In turn, those organizations that are authorized to discuss CPNI with or provide CPNI to a customer are required to engage in proper authentication of inbound requests for communication of CPNI. With respect to customer requests regarding call detail information, all employees have been instructed to refer such requests to a specific organization within Level 3 that has been trained not to provide such information to inbound callers over the phone, and instead transmits such information in a manner consistent with the Commission’s rules (i.e., by either sending information to the account postal or e-mail address of record or calling the

customer back at the telephone number of record). For all other inbound customer requests regarding (non-call detail) CPNI, Level 3 requires reasonable authentication in each case by reference to specific detailed information about the account or the particular services at issue. In addition, with respect to any online access that customers may have to CPNI, Level 3 employs password protection measures (and backup/reset processes) that do not rely upon readily available biographical information or account information. Finally, where any changes are requested or created by a customer with respect to account information such as address of record or online password access, Level 3 sends notification of such changes to the prior contact of record.

Through its policy and the training exercises, Level 3 has communicated to its employees the importance of providing prompt notification of any breaches with respect to the security of CPNI and the time frames for such required by the Commission's rules. Specifically, Level 3 has provided all employees with contact information to help ensure that appropriate business units and legal representatives of Level 3 receive rapid notification of any potential breaches. In turn, such business units and legal representatives have been informed of their reporting and record-keeping obligations under the Commission's CPNI rules with respect to any breaches thereof, including reporting such occurrences to law enforcement and later to customers if law enforcement approves. Level 3 will also maintain records relating to such breaches for a minimum of two years.

Annual Report of TelCove Operations, LLC

for the calendar year of January 1 - December 31, 2009

VERIFICATION

The foregoing report must be verified by the oath of the President, Treasurer, General Manager or Receiver of the company. The oath required may be taken before any person authorized to administer an oath (Notary Public) by the laws of the State in which the same is taken.

OATH

State Of Pennsylvania }
County Of Potter } ss:
Ed Baumgardner makes oath and says that
Name of Affiant (Company Official/Representative)
s/he is Tax Manager
Official Title of the Affiant (Company Official/Representative)
of TelCove Operations, LLC
Exact Legal Title or Name of the Respondent (Certificated Company Name)
and is located at 712 North Main Street; Coudersport, PA 16915
Address and Telephone Number of the Affiant (Company Official/Representative)

that s/he has 1) examined the foregoing report; to the best of his or her knowledge, information, and belief, all statements of fact contained in the said report are true and the said report is a correct statement of the business and affairs of the above-named respondent, 2) examined (and updated as applicable) the company's contact information in EFIS; to the best of his or her knowledge, information, and belief, all listed contacts are correct, and 3) read the CPNI Certification, chosen the applicable alternatives and attached all required documentation, which is a true and correct description of the company's CPNI safeguards.

from January 1, 2009, to and including December 31, 2009
Month/Day Year Month/Day Year


Signature of Affiant (Company Official/Representative)

Subscribed and sworn to before me, a Notary Public, in and for the State and County above named,

this 10th day of June, 2010.
My Commission expires October 23, 2012

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Wanda Lee West, Notary Public
Coudersport Boro, Potter County
My Commission Expires Oct. 23, 2012
Member, Pennsylvania Association of Notaries


Signature of Notary Public

A registered official company representative is authorized to submit this Annual Report in the Missouri Public Service Commission's Electronic Filing and Information System (EFIS) once the form has been completed in its entirety and notarized. All seals must be present, if applicable. After submitting the Annual Report through EFIS, you will receive a BMAR (confirmation) number. Indicate that BMAR number on the original and retain for your records (pursuant to Sections 432.200 through 432.295 RSMo).

CLEC-IXC

Annual Report of TelCove Operations, LLC

for the year ending December 31, 2009

AFFIDAVIT

The CLEC and IXC public Annual Report attached excludes data for Revenues on page 3 and the Exchange Access Lines Provided to BUSINESS Customers on pages 10 -17. A notation has been made on the pages with excluded data stating "non-public information". The data has been excluded due to our confidentiality policy, this information could be used to our disadvantage in this highly competitive market. The data excluded from the public version has been submitted under seal to the Missouri Public Service Commission. None of the requested information is available to the public in any format.

OATH

State Of Pennsylvania

County Of Potter

ss:

Ed Baumgardner
(Insert here the name of the affiant)

makes oath and says that

s/he is Tax Manager
(Insert here the official title of the affiant)

of TelCove Operations, LLC
(Insert here the exact legal title or name of the respondent)

that s/he has examined the foregoing report, that to the best of his or her knowledge, information, and belief, all statements of fact contained in the said report are true and the said report is a correct statement of the business and affairs of the above

January 1, 2009, to and including December 31, 2009



(Signature of Affiant)

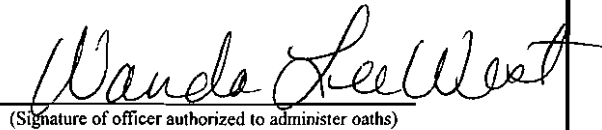
Subscribed and sworn to before me, a notary public in and for the

State and County above named, this 10th day of June, 2010

My Commission expires October 23, 2012

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal
Wanda Lee West, Notary Public
Coudersport Boro, Potter County
My Commission Expires Oct. 23, 2012
Member, Pennsylvania Association of Notaries



(Signature of officer authorized to administer oaths)

Missouri Revised Statutes § 392.210

Original in its entirety must be mailed (if not utilizing EFIS) to:
Manager of the Data Center
MoPSC, 200 Madison Street, Suite 100
Jefferson City, MO 65101 (P.O. Box 360, 65102-0360)