

FILED

MAY 20 2011

May 13, 2011

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 2010

To Whom It May Concern:

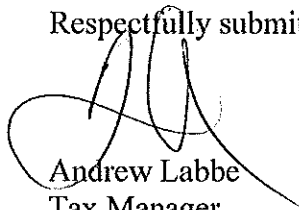
Attached please find the 2010 Public and Non-Public Missouri Annual Reports for the following companies:

Broadwing Communications, LLC
Level 3 Communications, 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,



Andrew Labbe
Tax Manager
Level 3 Communications, LLC
1025 Eldorado Blvd
Broomfield, CO 80021
P: 720-888-3883
F: 720-888-5028
Andrew.labbe@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.)

FILED

**TELECOMMUNICATIONS COMPANY
OR IVoIP PROVIDER**

MAY 20 2011

Missouri Public
Service Commission

ANNUAL REPORT TO THE MISSOURI PUBLIC SERVICE COMMISSION

For the Calendar Year of
January 1 - December 31, 2010

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)
(See instructions for special requirements.)

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

Public

For use when filing under seal.

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

| | | | |
|--|--------------------|---------------------|---|
| <u>1025 ELDORADO BLVD</u> Company Street Address | | | <u>720-888-1000</u> Telephone Number |
| <u>1025 ELDORADO BLVD</u> Company Mailing Address | | | <u>720-888-5028</u> Fax Number |
| <u>BROOMFIELD</u> City | <u>CO</u> State | <u>80021</u> Zip | <u>andrew.labbet@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>ANDREW LABBE</u> Name | | | <u>720-888-3883</u> Telephone Number |
| <u>1025 ELDORADO BLVD</u> Street Address | | | <u>720-888-5028</u> Fax Number |
| <u>1025 ELDORADO BLVD</u> Mailing Address | | | <u>andrew.labbet@level3.com</u> E-mail Address |
| <u>BROOMFIELD</u> City | <u>CO</u> State | <u>80021</u> 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. | confidential: all info removed | confidential: all info removed |
| 2. | Interexchange Revenues include revenues attributed to interexchange telecommunications services such as toll services, 800 services, interexchange operator services and interexchange IVoIP services. | | |
| 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). | | |
| 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. | | |
| 5. | Retail Uncollectible Revenues from telecommunications revenues. (This amount is generally a negative number.) | | |
| 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. | | |
| 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 #s: 5230, 5240, 5250, 5261, 5262, 5263, 5264, 5269, and 5270.) | | |
| 9. | Other Uncollectible Revenues from other revenues. (This amount is generally a negative number.) | | |
| 10. | High-Cost Federal USF Revenues include all revenues received as support from the Universal Service Fund for the High-Cost program. | N/A | |
| 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. | N/A | |
| 12. | State USF Revenues include all revenues received as support from the Universal Service Fund. | | |
| 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. | | |

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

"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.

Public

For use when filing under seal.

Low Income and Disabled Universal Service Fund Subscriber Quantities

7. 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 | | | ** |
| February | | | ** |
| March | | | ** |
| April | | | ** |
| May | | | ** |
| June | | | ** |
| July | | | ** |
| August | | | ** |
| September | | | ** |
| October | | | ** |
| November | | | ** |
| December | | | ** |
| TOTAL: | | | ** |

Public

For use when filing under seal.

8.

Line Quantities for Local Voice Service & IVoIP Service¹

| Exchange ² | Retail | | | | | | | | | | Wholesale to Non-Registered Nomadic IVoIP Providers ⁵ | | |
|-----------------------|-------------|-----------------------------|----|----|-------------------------|----------|----|-----------------------------|----|----|--|-------------------------|----|
| | Residential | | | | | Business | | | | | | | |
| | ** | Facility-based ³ | ** | ** | Resale/UNE ⁴ | ** | ** | Facility-based ³ | ** | ** | | Resale/UNE ⁴ | ** |
| ** | | ** | ** | | ** | ** | | ** | ** | | ** | ** | ** |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| Totals: | | | | | | | | | | | | | |

¹ See instructions for additional clarification about filling out this page.

² Exchange refers to areas as listed in ILEC tariffs. (Exchanges are not always the same as rate centers, wire centers and central offices.)

³ Facility-based refers to lines served whereby your company or an affiliate owns the switch and/or local loop.

⁴ Resale/UNE refers to lines served whereby your company leases all switch and loop facilities from a non-affiliated carrier either through an agreement or a discounted tariffed rate.

⁵ Wholesale to Non-registered Nomadic IVoIP Providers refers to arrangements where your company is providing wholesale services for a nomadic IVoIP provider who is not registered with the Missouri PSC. (Do not use this column for retail line quantities or if your company sets the end user's rates.)

Public

For use when filing under seal.

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 | ** | ** ** | ** ** |
| February | ** | ** ** | ** ** |
| March | ** | ** ** | ** ** |
| April | ** | ** ** | ** ** |
| May | ** | ** ** | ** ** |
| June | ** | ** ** | ** ** |
| July | ** | ** ** | ** ** |
| August | ** | ** ** | ** ** |
| September | ** | ** ** | ** ** |
| October | ** | ** ** | ** ** |
| November | ** | ** ** | ** ** |
| December | ** | ** ** | ** ** |
| Total | ** | ** ** | ** ** |

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

** _____ **

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

N/A

Public

For use when filing under seal.

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)



Level 3 Communications, LLC

Managers at 12/31/2010:

Jeff K. Storey
James Q. Crowe
Thomas C. Stortz

Officers at 12/31/2010:

| | |
|-------------------------|---|
| Charles C. Miller III | Vice Chairman |
| Douglas A. Richards | SVP |
| Eric J. Mortensen | Controller, SVP |
| James Q. Crowe | CEO |
| Jeff K. Storey | President, COO |
| Thomas C. Stortz | Secretary, EVP |
| Lori Ciccone | VP |
| Neil J. Eckstein | Asst. Secretary, SVP, Asst. General Counsel |
| Rafael Martinez Chapman | Asst. Treasurer |
| Robert M. Yates | Asst. Secretary, Asst. CLO, SVP |
| Robin E. Grey | Treasurer, SVP |
| John M. Ryan | Asst. Secretary, Asst., CLO, SVP |
| Sunit Patel | EVP, CFO |

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, 2010

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 COLORADO }
County Of BROOMFIELD } ss:

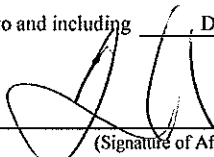
ANDREW LABBE makes oath and says that
(Insert here the name of the affiant)

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, 2010, to and including December 31, 2010

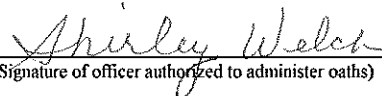

(Signature of Affiant)

Subscribed and sworn to before me, a NOTARY PUBLIC in and for the

State and County above named, this 16TH day of MAY, 2011

My Commission expires JULY 10, 2012

SHIRLEY WELCH
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 7/10/2012

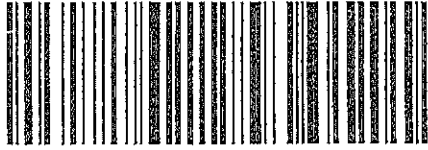

(Signature of officer authorized to administer oaths)

Missouri Revised Statutes § 392.210

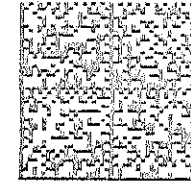
Original in its entirety must be mailed (if not utilizing EFIS) to:

Manager of the Data Center
MoPSC, 200 Madison Street, Suite 100
Jefferson City, MO 65101 (P.O. Box 360, 65102-0360)

CERTIFIED MAIL



7010 0780 0001 8266 9243



US POSTAGE
\$ 10.50

Mailed From 80021
05/17/2011
031A 0005180891

ns, LLC

-8254

MO Public Service Commission
ATTN: Data Center
200 Madison St., Suite 100
Jefferson City MO 65101