

ORIGINAL

Catherine Wang  
Brett P. Ferenchak  
Phone: (202) 424-7500  
Fax: (202) 424-7647  
catherine.wang@bingham.com  
brett.ferenchak@bingham.com  
Our File No.: 0000322517

RECEIVED

October 30, 2006

OCT 31 2006

VIA OVERNIGHT DELIVERY

PUBLIC SERVICE  
COMMISSION

Bingham McCutchen LLP  
Suite 300  
3000 K Street NW  
Washington, DC  
20007-5116  
202 424 7500  
202 424 7647 fax

Elizabeth O'Donnell, Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602-8294

**Re: Notification of Transfer of Control of Broadwing Communications, LLC (Utility ID # 5167700) to Level 3 Communications, Inc. and Related Transactions**

bingham.com

Dear Ms. O'Donnell:

Boston  
Hartford  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Silicon Valley  
Tokyo  
Walnut Creek  
Washington

Level 3 Communications, Inc. ("Level 3"), Broadwing Corporation ("Broadwing Parent") and Broadwing Communications, LLC ("Broadwing") (collectively, the "Parties"), pursuant to the Orders issued in Administrative Case Nos. 359 and 370 on June 21, 1996 and January 31, 1998, respectively, notify the Kentucky Public Service Commission ("Commission") of a transaction whereby Level 3 will acquire indirect control of Broadwing, a non-dominant carrier that holds authority from the Commission to provide intrastate telecommunications services in Kentucky. The Parties also notify the Commission of certain related transactions as discussed below.

Although the proposed transaction will result in a change in the ownership of Broadwing, no transfer of certificates, assets, or customers will occur at this time. Broadwing will continue to provide service to its customers in Kentucky pursuant to those authorizations under the same rates, terms, and conditions. This transaction will be transparent to the customers of Broadwing.

In addition, the Parties state:

**Description of the Parties**

**A. Broadwing Corporation and Broadwing Communications, LLC**

Broadwing Corporation is a publicly traded (NASDAQ: BWNG) Delaware corporation with principal offices at 1122 Capital of Texas Highway South, Austin, Texas 78746. Broadwing Corporation, through its subsidiaries, is a provider of data, Internet, broadband transport, and voice communications services to small and large enterprise customers and other communications service providers over a nationwide facilities-based network connecting 137 cities nationwide. Broadwing Corporation has an all-optical network capable of transmitting up to 800 Gbs per fiber.

October 30, 2006

Page 2

Broadwing, an indirect subsidiary of Broadwing Parent, is a telecommunications provider that is authorized to provide telecommunications service in all fifty states and the District of Columbia; Broadwing is authorized to provide local exchange telecommunications services in 19 states and the District of Columbia. In Kentucky, Broadwing is authorized to provide interexchange telecommunications services pursuant to its registration and tariff on file with the Commission (Utility ID # 5167700). Broadwing is authorized to provide interstate and international telecommunications services pursuant to Section 214 authorization granted by the Federal Communications Commission.

#### **B. Level 3 Communications, Inc.**

Level 3 is a publicly traded (NASDAQ: LVLT) Delaware corporation headquartered in Broomfield, Colorado. Through its wholly owned indirect subsidiaries — Level 3 Communications, LLC (“Level 3 LLC”), WilTel Communications, LLC, WilTel Local Network, LLC, WilTel Communications of Virginia, Inc., Progress Telecom, LLC, Looking Glass Networks, Inc., Looking Glass Networks of Virginia, Inc., ICG Telecom Group, Inc., and various TelCove operating companies (collectively, the “Level 3-Ops”) — Level 3 provides high-quality voice and data services to carriers, ISPs, and other business customers over its IP-based network.<sup>1</sup> The Level 3-Ops are non-dominant carriers that are authorized to provide resold and/or facilities-based telecommunications services nationwide pursuant to certification, registration or tariff requirements, or on a deregulated basis. The Level 3-Ops are also authorized by the FCC to provide international and domestic interstate services as non-dominant carriers.

#### **Description of Transfer of Control and Related Transactions**

On October 16, 2006, Broadwing Parent, Level 3, and Level 3’s wholly owned subsidiary, Level 3 Services, LLC (“Level 3-Services”), entered into an Agreement and Plan of Merger (the “Agreement”) to allow Broadwing Parent to merge with and into Level 3-Services as described below. As a result, control of Broadwing will be

---

<sup>1</sup> In Kentucky, Level 3 LLC (Utility ID #s 22250094 & 5009400) is authorized to provide resold local exchange and interexchange telecommunications services pursuant to its registration and tariffs accepted by the Commission effective October 3, 1998. WilTel Communications, LLC (Utility ID #s 22251436 & 5143600) is authorized to provide operator services and interexchange telecommunications services pursuant to its registration and tariff filings accepted by the Commission on February 18, 1999. WilTel Local Network, LLC (Utility ID # 5051460) is authorized to provide local exchange telecommunications services pursuant to its registration and tariffs accepted by the Commission effective January 22, 2001. TelCove of Kentucky, Inc. (Utility ID # 5019900) is authorized to provide local exchange and long distance telecommunications services pursuant to its registration and tariff filings on October 16, 1998.

October 30, 2006

Page 3

transferred to Level 3. For the Commission's convenience, pre- and post-transaction organizational charts are provided as Exhibit A.

Level 3 LLC will acquire Broadwing Parent in a multi-step transaction, with all steps occurring in immediate succession on the day of consummation, resulting in Level 3-Services and Broadwing being wholly-owned subsidiaries of Level 3 LLC. *First*, Broadwing Parent will merge with Level 3-Services, with Level 3-Services surviving. *Second*, Level 3 will contribute all of the membership interest in Level 3-Services to Level 3 Financing, Inc. ("Level 3 Financing"), another Level 3 direct, wholly owned subsidiary. *Third*, Level 3 Financing will contribute all of the membership interest in Level 3-Services to Level 3 LLC, Level 3's principal, indirect operating subsidiary in the United States. Following the completion of these three steps, Level 3-Services will be a direct subsidiary of Level 3 LLC, and Broadwing will be an indirect subsidiary of Level 3 LLC.

Under terms of the Agreement, Level 3 will pay total consideration of approximately \$1.4 billion for approximately 89.9 million shares of stock of Broadwing Parent. Broadwing Parent stockholders will receive \$8.18 in cash for each share of Broadwing Parent stock plus 1.3411 shares of Level 3 stock. In total, Level 3 currently expects to pay approximately \$744 million of cash and issue approximately 122 million shares Broadwing Parent's debt and cash, in the approximate amount of \$180 million and \$300 million, respectively, would remain with Level 3-Services, as the surviving company of the merger.

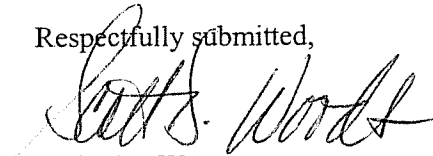
The transaction will be conducted in a manner that will be transparent to customers of Broadwing. The transfer of control of Broadwing will not result in a change of carrier for customers or any transfer of authorizations. Following consummation of the proposed transaction, Broadwing will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

October 30, 2006  
Page 4

**Conclusion**

An original and ten (10) copies of this notification letter are enclosed for filing. Please date-stamp the extra copy of this letter and return it in the envelope provided. Please contact Brett Ferenchak at (202) 373-6697 if you have any questions regarding this filing.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Scott D. Woods". The signature is written in black ink and is positioned above the typed names of the signatories.

Catherine Wang  
Brett P. Ferenchak  
Scott D. Woods

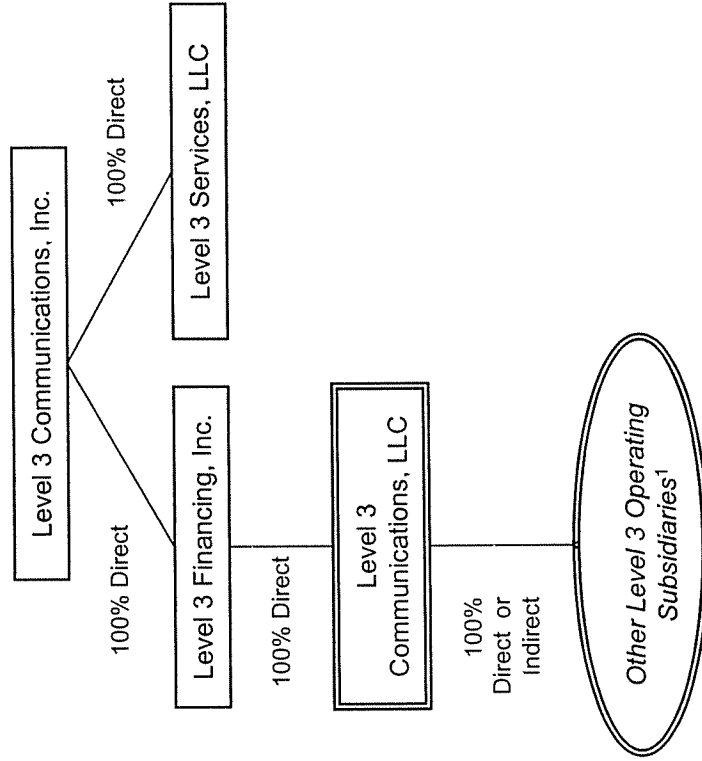
Enclosure

**EXHIBIT A**

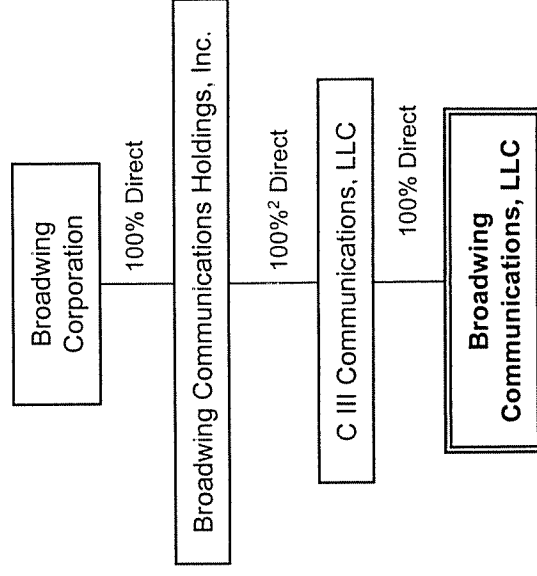
**Pre- and Post-Transaction Organizational Charts**

## Level 3 Communications, Inc. – Broadwing Corporation Pre- and Post-Transaction Illustrative Chart

### PRE-TRANSACTION



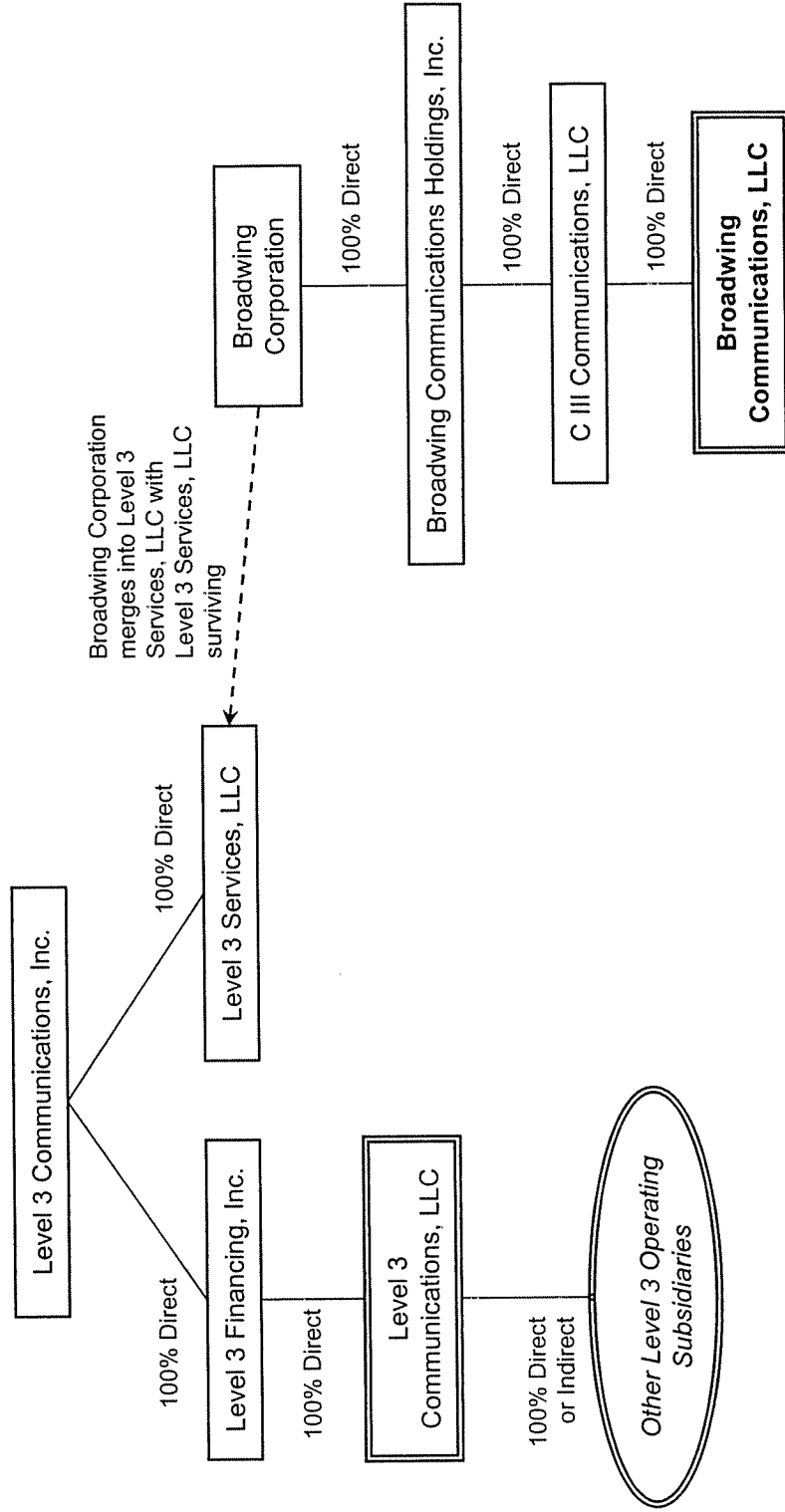
<sup>1</sup> The "Other Level 3 Operating Subsidiaries" include: (1) the WiITel operating companies, (2) Progress Telecom, LLC, (3) Looking Glass Networks, Inc. and Looking Glass Networks of Virginia, Inc., (4) ICG Telecom Group, Inc., and (5) the TelCove operating companies



<sup>2</sup> After signing the Agreement and prior to closing, the minority interest in C III Communications, LLC ("CIII") will be extinguished by (1) a merger between CIII and a merger subsidiary of Broadwing Communications Holdings, Inc., with CIII surviving or (2) the purchase of the minority interest by Broadwing Corporation.

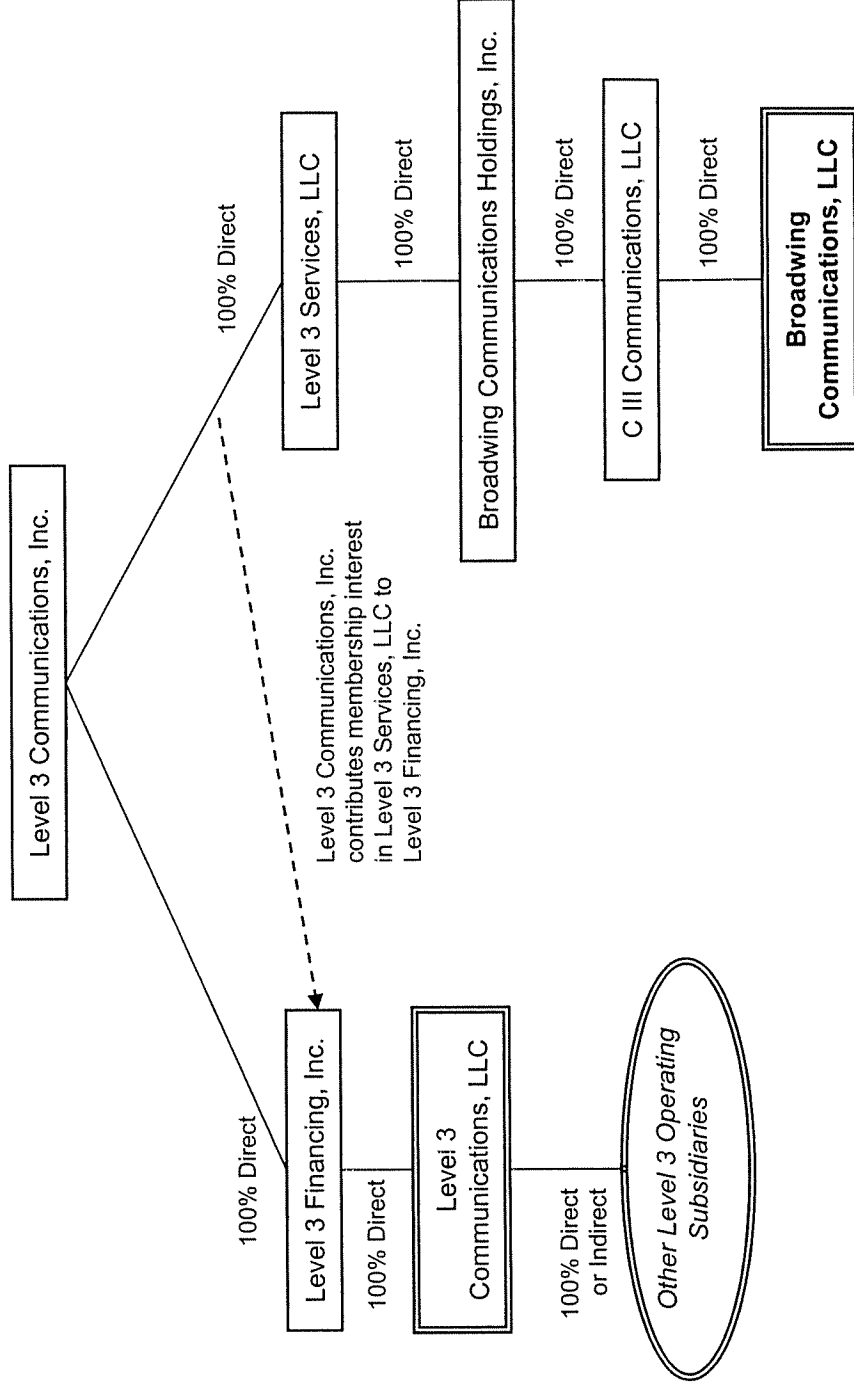
# Level 3 Communications, Inc. – Broadwing Corporation Pre- and Post-Transaction Illustrative Chart

## STEP 1 - Merger



# Level 3 Communications, Inc. – Broadwing Corporation Pre- and Post-Transaction Illustrative Chart

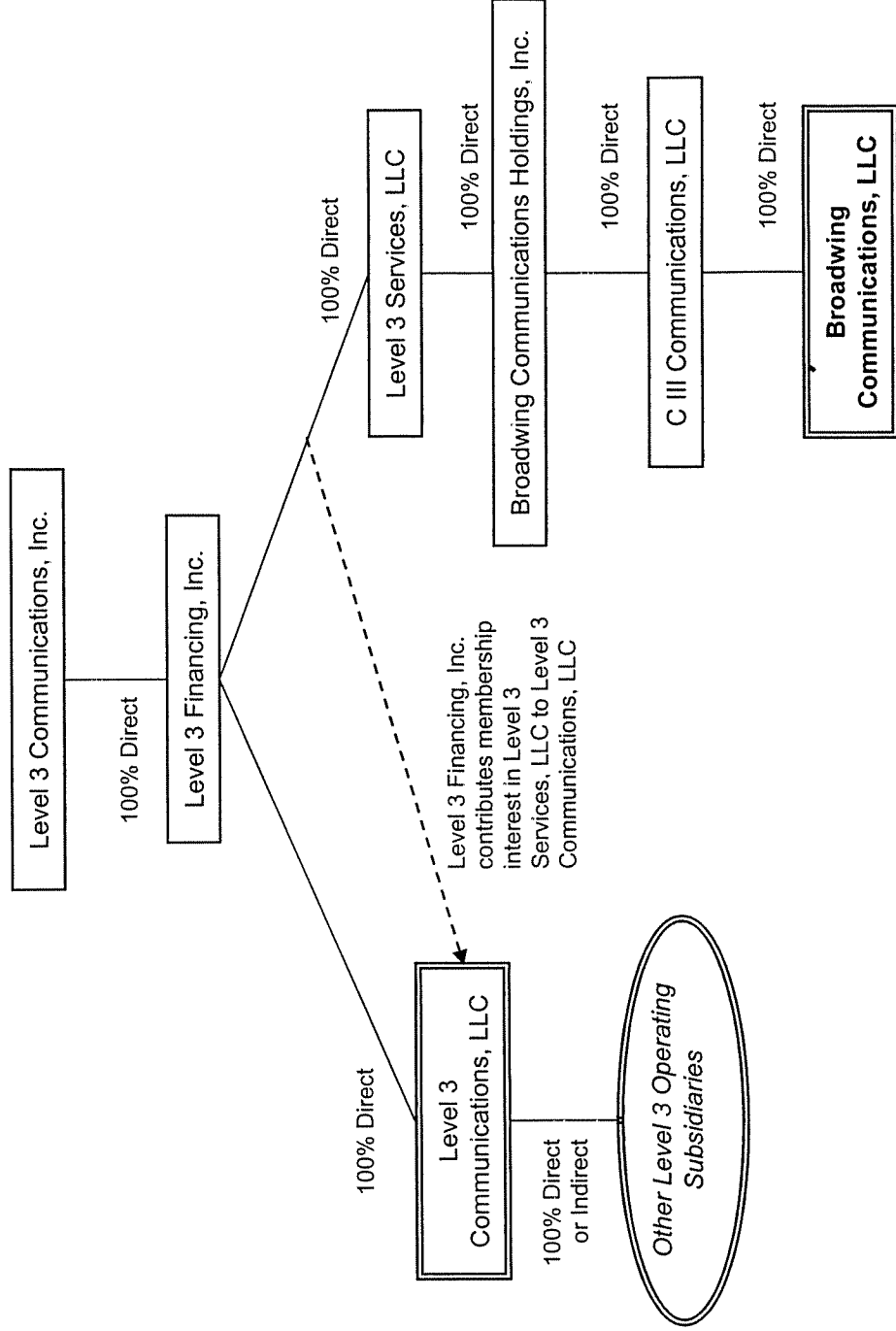
## STEP 2(a) – Contribution of Membership Interest





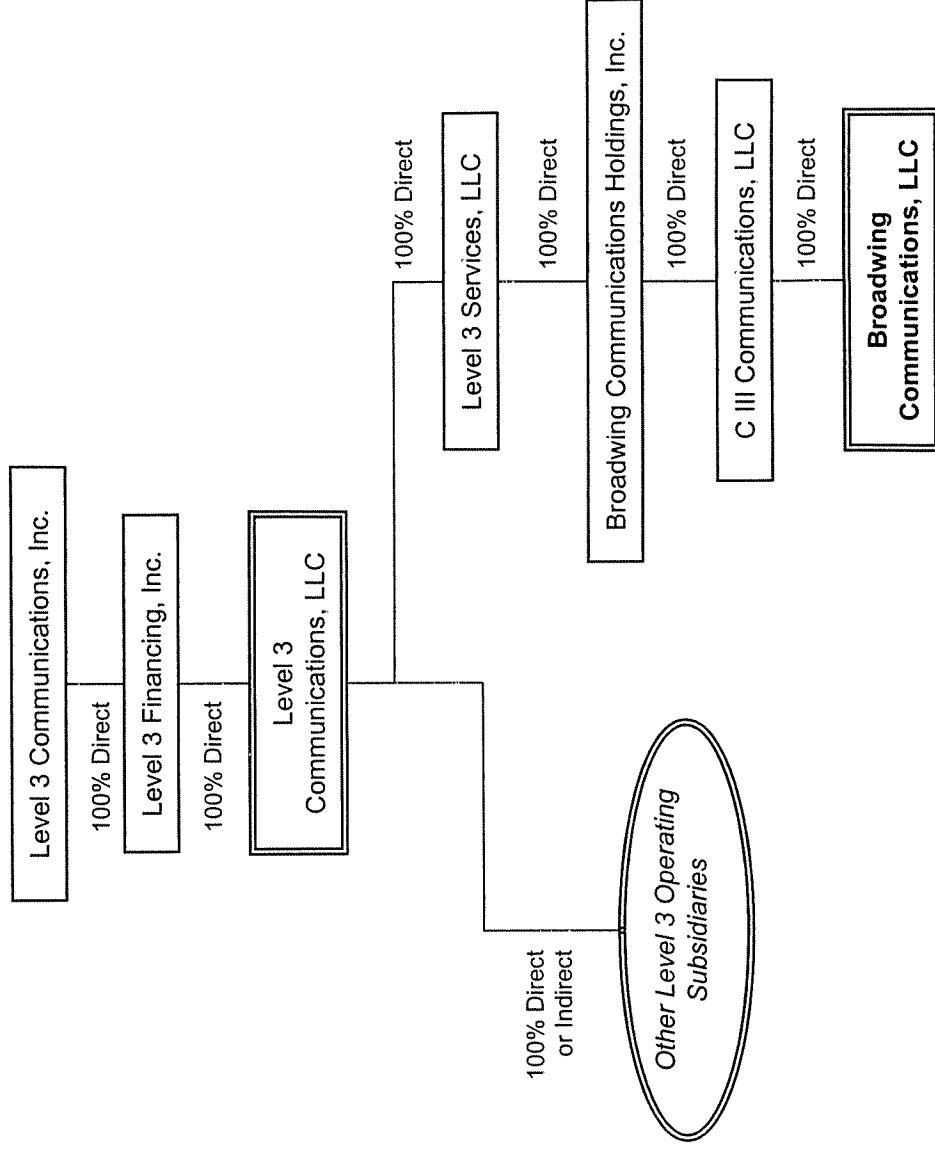
# Level 3 Communications, Inc. – Broadwing Corporation Pre- and Post-Transaction Illustrative Chart

## STEP 2(b) – Contribution of Membership Interest



**Level 3 Communications, Inc. – Broadwing Corporation  
Pre- and Post-Transaction Illustrative Chart**

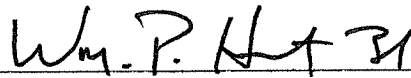
**POST TRANSACTION**



## VERIFICATION

I, William P. Hunt, III, state that I am Vice President of Public Policy for Level 3 Communications, Inc., a Party in the foregoing filing; that I am authorized to make this Verification on behalf of Level 3 Communications, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing filing are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 15<sup>th</sup> day of October, 2006.



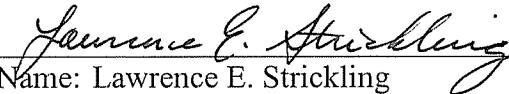
\_\_\_\_\_  
Name: William P. Hunt, III  
Title: Vice President of Public Policy  
Level 3 Communications, Inc.

Kentucky

## VERIFICATION

I, Lawrence E. Strickling, state that I am Chief Regulatory Officer for Broadwing Corporation, parent company of Broadwing Communications, LLC, Parties in the foregoing filing; that I am authorized to make this Verification on behalf of both Broadwing Corporation and Broadwing Communications, LLC; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing filing are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14<sup>th</sup> day of October, 2006.

  
Name: Lawrence E. Strickling  
Title: Chief Regulatory Officer  
Broadwing Corporation

Kentucky